

Annual Report 2015

Unique Mining Services Public Company Limited



UMSJ





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Financial
Statements for the
year ended
31 December 2015

Financial Highlights



		2014 (Oct 14 - Dec 14)	2015 (Jan 15 - Dec 15)
Performance			
Sales Revenue	(Baht Million)	104.10	532.03
Total Revenue	(Baht Million)	112.52	577.51
Gross Profit	(Baht Million)	32.40	(102.25)
Net Profit	(Baht Million)	(22.11)	(371.23)
Earnings Per Share*	Baht	(0.14)	(2.42)
Financial Ratios			
Gross Margin	(Percentage)	28.80	(17.71)
Net Profit Margin	(Percentage)	(19.64)	(64.28)
Return on Average Equities	(Percentage)	(11.91)	(201.11)
Return on Average Assets	(Percentage)	(1.79)	(43.90)
Total Assets	(Baht Million)	1,234.55	845.63
Total Liabilities	(Baht Million)	1,048.94	1,030.22
Total Equities	(Baht Million)	185.61	(184.59)
Book Value Per Share*	Baht	1.21	(1.20)
<i>Par value of Baht 0.50 per share</i>			



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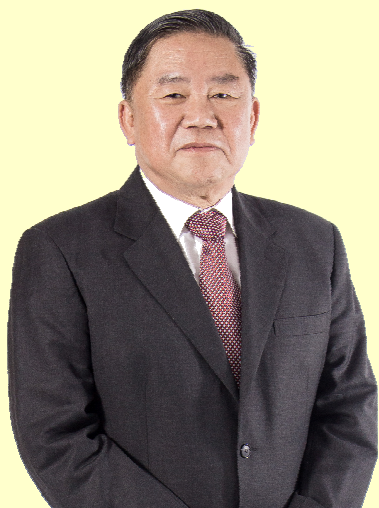
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SAFETY FIRST

NO SMOKING

F

Message from the Chairman



"We need to reform the company"
"Enhancements, Increase Revenue"
"Reduce Unnecessary Cost"
"For our Company"

In the 12 months of 2015, the price of coal on the market fluctuated greatly which is the same as the price of oil. Domestic economy was slowing down and effecting to many factories. Many of them need to reduce the capacity or need to stop their operation. The Board of Directors was aware of these negative factors as well. In, fact, the Board has been monitoring the situation closely and made recommendations to our managements to take appropriate measures to mitigate such effects for instance, reducing production costs and expenses , improving production efficiency, and delay uncertain investments from 2014

The Board of Directors and managements have prepared a future plan to reform the company by reviewing company strategy to increase the efficiency of cost management, to gain more revenue, to increase competitiveness, to source better raw materials with reasonable price, and to support customer demand. In addition, this strategy includes controlling operation expenses and cutting out unnecessary expenses.

The Board of Directors, management and staff are ready to fight upcoming challenges to bring back a good financial status.

Lastly, on behalf of the Board of Directors, I would like to thank shareholders, employees, suppliers, customers, financial institutions and stakeholders to support the company's business. I would like to confirm that the Board of Directors, management and every employee will strive to make the com-

A handwritten signature in blue ink, reading "Chidchai Vanasatidya".

Police General Dr. Chidchai Vanasatidya
Chairman of the Board of Directors



Company's Information

Company's Name	Unique Mining Services Public Company Limited
Head Office	26/54-55 Orakarn Tower, 15 th Fl., Soi. Chidlom Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330
Warehouses	1. Suansom Warehouse 88/8, 88/9 Moo 5, Suansom, Ban Paew, Samutsakhon 74120 2. Nakornlaung Warehouse 108, Moo 2, Klongsaka, Nakornlaung, Ayudhaya 13260
Company Registration No.	0107547000095
Registered Capital	Baht 76,727,032 Common Stock 153,454,064 units
Paid-up Capital	Baht 76,727,032 Common Stock 153,454,064 units *par value of Baht 0.50 per share
Telephone No.	(+662) 655-7501-2
Fax No.	(+662) 655-7503-4
Homepage	www.umspl.com

Securities Registrar

Thailand Securities Depository (Thailand) Co., Ltd. (TSD)
93 Ratchadaphisek Road
Dindaeng, Dindaeng
Bangkok 10400
Tel : (+662) 009-9000
Fax : (+662) 009-9476

Auditor

Ms. Siripen Sukcharoenyingyong Certified Public Accountant Registration No. 3636
KPMG Phoomchai Audit Ltd.
48th Floors, Empire Tower, 195 South Sathorn Road, Bangkok 10120
Telephone No. : (+662) 677-2000
Fax No. : (+662) 677-2220-23

Message from the Managing Director



Dear Shareholders, Customers, Employees, Business Partners, and supporting friends



The Global coal price has made the historical decline in 2015 due to weak demand and oversupply. The price of GAR4200 coal was dropped below 27USD per metric ton. The decline continued in the prices of coal as a result of many factors. One of the main reasons came from US and China which comprised of 50% of the market demand reduced the use of coal. In fact, US turned to consume more on natural gas especially the inexpensive Shale Gas that was founded in US. As a result, oil prices on world markets also fell. In addition, economics slow down of China and its regulator pressure on environmental has made China reduced importing coal. These factors affected coal market and made the market more competitive and led to coal oversupply at present.

From such a situation, the company has operated with great care from the economic fluctuations and fierce competition. In 2016, Our Board of Directors and Executive Management have revised strategic plan of the business, by returning to import coal from Indonesia and focusing on high profit screening products. The revenue from January 1st to December 31st came from selling imported coal to existing customers and 78.24 percent of the revenue came from screened coal.

Company still focuses on building efficient operation to maintain business stability and to ensure long term business sustainability including reducing management cost by adjusting organization structure and putting people to match workload. This includes reducing unnecessary expenses to make the company return to profit.

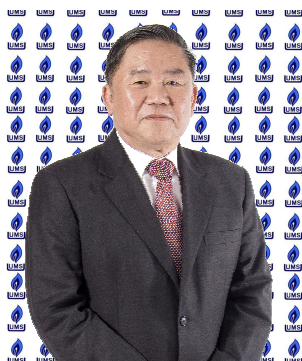
For social service responsibility, the company continues to focus and takes into account the impact on the community at all times. We make a conscious effort to abide by the regulations on environmental protection at every step. In fact, we consistently have meetings with government agencies and the local community.

On behalf of Unique Mining Services PCL, I and all employees will push efforts to resolve the problems and obstacles, and bring the company back to strong once again.

Mr. Vichai Chuensuksawad
Managing Director



Board of Directors



Police General Dr. Chidchai Vanasatidya (69 Years)
Chairman

Date of first appointment : June 2012
Number of shares held in the Company (Dec. 2015) : none

Educations

- Ph.D. (Justice Administration) U.S.A.
- Master Degree in Police Management, U.S.A.

Trainings/Certifications

- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 75/2008
- Diploma, National Defense College, The Joint State-private Sectors Course (Class1), National Defense College of Thailand
- Capital Market Academy Leadership Program, Capital Market Academy (CMA) Class 10/2010

Working experiences

2013-present	Director, Merchant Partners Securities Public Company Limited
2512 –present	Thai-China Rayong Industrial Realty Development Co., Ltd.
2513-present	Education Council of Royal Police Cadet Academy
2511-present	Ubonrachathani Society

Meeting attendance for year 2015 : 9 of 9 Board Meetings

Relation among family with other directors and executives : none



Mr. Chalermchai Mahagitsiri (Age 37)
Vice Chairman

Date of first appointment : June 2012
Number of shares held in the Company (Dec. 2015) : none

Educations

- M.S. in Finance, Boston University, USA, 2004
- B.S. in Finance, Suffolk University, USA, 2001

Trainings/Certifications

- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 53/2005
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 30/2004
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 17, 2013

Working experiences

Jan 12-present	President and Chief Executive Officer / Member of Executive Committee, Thoresen Thai Agencies PLC.
Jun. 12-present	Chief Executive Officer/ Executive Vice Chairman, Mermaid Maritime PLC.
พ.ย. 13-present	Chairman, PM Thoresen Asia Holdings Public Company Limited
2005 - present	Chief Executive Officer, PM Group Company Limited
1998 - present	Managing Director, Lakewood Country Club Co., Ltd.
1998 - present	Director, Lakewood Land Co., Ltd.

Meeting attendance for year 2015 : 5 of 9 Board Meetings

Relation among family with other directors and executives : none



Board of Directors



Mr. Chia Wan Huat Joseph
56 Years
Director / Director of The Nomination and Remuneration Committee
Date of first appointment : June 2012
Number of shares held in the Company (Dec. 2015) : none

Educations

- Master's Degree (EMBA), Sasin Institute of Business Administration of Chulalongkorn University in a joint program with Kellogg Graduate School of Management of Northwestern University, USA

Trainings/Certifications

- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 165/2012

Working Experience

Jan.-present	Director/ Member of Executive Committee/Chairman of Risk Management Committee/Member of Investment Committee, Thoresen Thai Agencies PLC.
Jun. 12 – present	Director and Member of Executive Committee, Mermaid Maritime PLC.
Dec. 15 – present	Director, Thoresen Shipping Singapore Pte. Ltd.
Jan. 15 – present	Director, Baconco Co., Ltd.
Feb. 15 – present	Director, Thoresen & Company (Bangkok) Limited
Aug. 14 – present	Director, Thoresen Shipping FZE
2013 - present	Director, PM Thoresen Asia Holdings PLC.
Jan. 12 – present	Senior Executive Vice President, PM Group Company Limited
2005 – 2011	Senior Executive Vice President, Structured Finance Group, Advance Finance Plc.

Meeting attendance for year 2015 : 9 of 9 Board Meetings

Relation among family with other directors and executives : none



Mr. Ekavaj Amornvivat
54 Years
Independent Director / Chairman of the Audit Committee
Date of first appointment : April 2010
Number of shares held in the Company (Dec. 2015) : none

Educations

- BA., Accounting Thammasat University
- MBA. Northrop University, Los Angeles, CA., USA.

Trainings/Certifications

- Directors Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 84/2010
- Audit Committee Program (ACP), Thai Institute of Directors Association (IOD), Class 32/2010

Working Experience

1998-present	Senior Consultant, CAP
2006-2013	Executive Administrator and Executive Director, AsBAA
1998	Thai Capital Market Specialist, BNP Paribas
1998	Manager, Finance and Information Technology, Asian Marine Services Plc.
1994	Vice President, Investment Banking Dept., Ekkapat Finance and Securities Plc.
1991	Manager, Investment Banking Dept., Daiwa Securities

Meeting attendance for year 2015 : 9 of 9 Board Meetings

Relation among family with other directors and executives : none

Board of Directors



Mr. Suchart Thammapitagkul
67 Years
Independent Director / Audit Committee / Chairman The Nomination and Remuneration Committee
Date of first appointment : 2004
Number of shares held in the Company (Dec. 2015) : none

Education

- LL.B. Chulalongkorn University, Thailand (1973)
- BARRISTER-AT-LAW, Thai Bar Association (1974)
- LL.M. Harvard Law School, USA. (1978)

Trainings/Certifications

- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 60/2005
- Role of the Compensation Committee, Thai Institute of Directors Association (IOD), Class 11/2010

Working Experience

2005 - present Audit Committee and Independent Director, Unimit Engineering Plc.
2005 - present Audit Committee and Independent Director, TC Union Global Plc.
2012 - present Independent Director and Chairman of Audit Committee, MFEC Plc.
2012 - present Independent Director and Chairman of Audit Committee, Modernform Group Plc.

Meeting attendance for year 2015 : 8 of 9 Board Meetings

Relation among family with other directors and executives : none



Police Lieutenant General Kamrob Panyakaew
59 Years
Independent Director / Audit Committee
Date of first appointment : June 2013
Number of shares held in the Company (Dec. 2015) : none

Education

- Bachelor's degree, Royal Police Cadet Academy (RPCA), Class 32
- Master's degree of National Institute, Development Administration (NIDA) (Master of Public Administration)

Trainings/Certifications

2008 Senior Officer Course of Office of The Civil Service Commission (Batch 57)
2009 2008 Diploma, National Defense College, The Joint State-private Sectors Course (2008), National Defense College of Thailand (Batch 51)

Working Experience

2014 Assistant Commissioner General, Royal Thai Police
2013 Commissioner of Police Forensic Science
2012 Commissioner Inspector Police
2010 Deputy Commissioner of Provincial Police Region 7
2007 Deputy Commissioner of Provincial Police Region 1
2004 Commander of Nonthaburi Provincial Police

Meeting attendance for year 2015 : 6 of 9 Board Meetings

Relation among family with other directors and executives : none



Board of Directors



Mr. Taratorn Wongprasat

42 Years

Independent Director

Date of first appointment : 2013

Number of shares held in the Company (Dec. 15) : none

Education

- PRATT INSTITUTE, Brooklyn, NY. Degree: Bachelor of Architecture
- RENSSELAER POLYTECHNIC INSTITUTE (R.P.I) Troy, NY.
- SUFFIELD ACADEMY, Suffield, CT. High School Diploma

Trainings/Certifications :

- none -

Working Experience

- Managing Director - Dan Wongprasat Architect
- Project Architect - Architect 49
- Project Architect - Robert G. Boughey Architects
- Designer, Draftsman, Model maker - Stephen Potters Architects, New York, USA
- Designer, Draftsman, Model maker - Lauster & Radu Architects, New York

Meeting attendance for year 2015 : 5 of 9 Board Meetings

Relation among family with other directors and executives : none



Mr. Vichai Chuensuksawadi

Age : 58 Years

Director / Managing Director

Date of first appointment :

May 15, 2015

Number of shares held in the Company (Dec. 15) : none

Educations

- Bachelor of Arts, Double Major in Psychology from University of Queensland, Australia

Trainings/Certifications :

- none -

Working experiences

- | | |
|-------------------|---|
| Jul. 10 - Dec. 13 | Executive Vice President, Infrastructure Line of Business of Thoresen Thai Agencies Plc. |
| Jan 08 - Jun. 10 | Vice President, Asia Pacific Strategy and Retail - UPS Singapore Pte. Ltd. (Asia Pacific Region - based in Singapore) |
| Aug. 05 - Dec. 08 | Vice President, International Retail Services - UPS Parcel Service of America, Inc. (Corporate, Atlanta, GA United States - based in Singapore) |

Meeting attendance for year 2015 : 5 of 5 Board Meetings

Relation among family with other directors and executives : none

Nature of the Business



The company is engaged in importing superior quality coal with medium calorific value which creates low environmental impacts. The company imports coal from Indonesia for distribution to especially manufacturers in Bangkok, and nearby provinces from several domestic industries. The main target customers in the medium and small sized industries are those in food and beverage industries, pulp and paper industries and textile industries. Our company's coal import strategies have been adapted to match the engineering specification of the boiler of each client. Moreover, the company also participates in the coal procurement auctions of the cement and power generation industries as well.

Business Goals

The company aims to be the leader among the domestic coal distributors for medium and small sized manufacturers. Our company selects good coal specifications along with low environmental impacts to match each customer's requirement. Our company targets revenue growth by encouraging the move of customers to change from fuel-oil based to coal-based energy solution. Our company's coal-based energy solutions present a lower cost production base than fuel-oil based processing. We see it as imperative that we give our clients truthful knowledge and understanding about the application of coal as the lower cost fuel option which also provides enhanced environmental-friendly properties to their industrial applications.

In addition, we have a policy to diversify risk of revenue structure by supplying the small and medium sized industrial customers in several industries without only depending on large sized industrial customers. We believe that this will mitigate business risk derived from any particular industry which may have negative impact from the business cycle. The company set business objectives aligned with environmental-friendly policies by implementing several measurements along with our business process to prevent and reduce any repercussion to environment.

Production and Service

There are a large number of natural reserves of solid fossil fuel like coal, found in more than 100 countries around the world. With its plentiful existence, coal has high stability in supply and high competitiveness in price which is lower than other kind of fuel, especially natural gas and bunker oil. Coal is natural fuel in solid state with major composition of Carbon. In general, coal appears in brown or black and can be classified into several types.

The highest rank of coal quality (consist of heating capacity, moisture and sulphur) is Anthracite, followed by Bituminous, Sub-Bituminous and Lignite respectively. However, our company imports only Bituminous and Sub-Bituminous as these are good quality coal with moderate calorific value, suitable level of ash and moisture and low sulfur compared with fuel-oil (fuel-oil has sulfur about 0.1-3.0 percent) which decreases the air pollution. The company imports mostly Sub-bituminous and sometimes Bituminous according to spot order of large customers since the cost of Bituminous coal is expensive. The company does not import Anthracite since its cost is very costly, and it is better suited to other applications therefore, the company does not have a marketing plan for this grade of coal in this market. However, Lignite is the lowest rank in quality and has high sulphur content, which may affect the quality of environment, so it is not in widespread use in Thailand.

The allowable air quality standard emitted from smoke stacks is determined by Ministry of Industry which stipulates that sulphur dioxide limit must not exceed 700 ppm (part per million). Nevertheless, imported coal of UMS provides sulfur dioxide less than 100 ppm. Therefore, coal from UMS is not a major cause of pollution as shown in following standard of Ministry of industry.



Nature of the Business

The company was granted two promotional privileges from The Board of Investment (BOI) which is summarized as follows:

Certificate No.	1499(2)/2551	1047(2)/2552
Type of Business	Marine transportation, Type 7.2	Port Facility Service, Type 7.1
Tax exemption for imported machine	Refer to BOI committee approval	Refer to BOI committee approval
Corporate Tax Exempt on entity's net income deriving from business operation not over percentage of 100 of investment capital (excluding land value and working capital within 8 years which starts from the first date of income occur).	Start : Jun 24, 2008 Expire : Jun 23, 2016	Start : Jan 19, 2009 Expire : Jan 18, 2017
Dividend received from the company under BOI Privilege is not included into tax calculation to pay for corporate tax throughout BOI Privilege period of the company.	Start : Jun 24, 2008 Expire : Jun 23, 2016	Start : Jan 19, 2009 Expire : Jan 18, 2017

Competition

Thailand's coal distribution business remains 20 operators. The Company's main competitors in large size industries are Banpu Public Company Limited and Lanna Resources Public Company Limited. For medium size industries are Asia Green Energy Public Company Limited, Energy Earth Public Company Limited, Sing Heng Seng Company Limited, Phoenix Commodities Limited. The Company is focusing in supplying coal to medium to small industries. The Company is looking for opportunity to get into large industry to increase sale and increase growth of the Company.

Industry Outlook

The challenge of Global warming has put pressure on the two largest contributors, China and USA to reduce carbon emission. China now focuses on renewable energy such as Hydro, having reduced whereas their demand for coal and other fuels.

However in developing countries in South East Asia, coal remains as one of the main sources of energy in industry development due to its lower cost than fuel oil. Thailand will still use coal due to its cheap price. Russia started entering into coal exporter which will be an interesting point to see what impact Russian coal would make to coal markets in ASEAN and India.

Nature of the Business



Coal and Lignite Consumption

In 2015 (Jan.-Dec.), coal and lignite consumption was approximately 37.02 million tonnes, decreased 5.69% to approximately 39.26 million tonnes in the same period last year. Lignite consumption of 15.10 million tonnes in 2015 (Jan.-Dec.) was used by Electricity Generating Authority of Thailand (EGAT) for 14.48 million tonnes. The remaining 0.62 million tonnes was consumed by industrial sectors. Coal consumption in 2015 (Jan.-Dec.) was recorded at 21.92 million tonnes, an increase of 4.99% was divided into the industrial sector consumption of 13.80 million tonnes and the remaining 8.12 million tonnes was consumed by electricity generation sector (SPP and IPP).

Item	Quantity (Million tonnes)		Growth (%)
	2014	2015	
Lignite Consumption	18.38	15.10	-17.82
Electricity Generation (EGAT)	17.02	14.48	-14.92
Industry	1.36	0.62	-54.38
Coal Consumption	20.88	21.92	4.99
Electricity Generation (SPP and IPP)	8.50	8.12	-4.42
Industry	12.38	13.80	11.44
Total Demand	39.26	37.02	-5.69

Source: Energy Policy and Planning Office, Ministry of Energy

Product Sourcing and Services

UMS has a standard procedure for product sourcing and services as below:

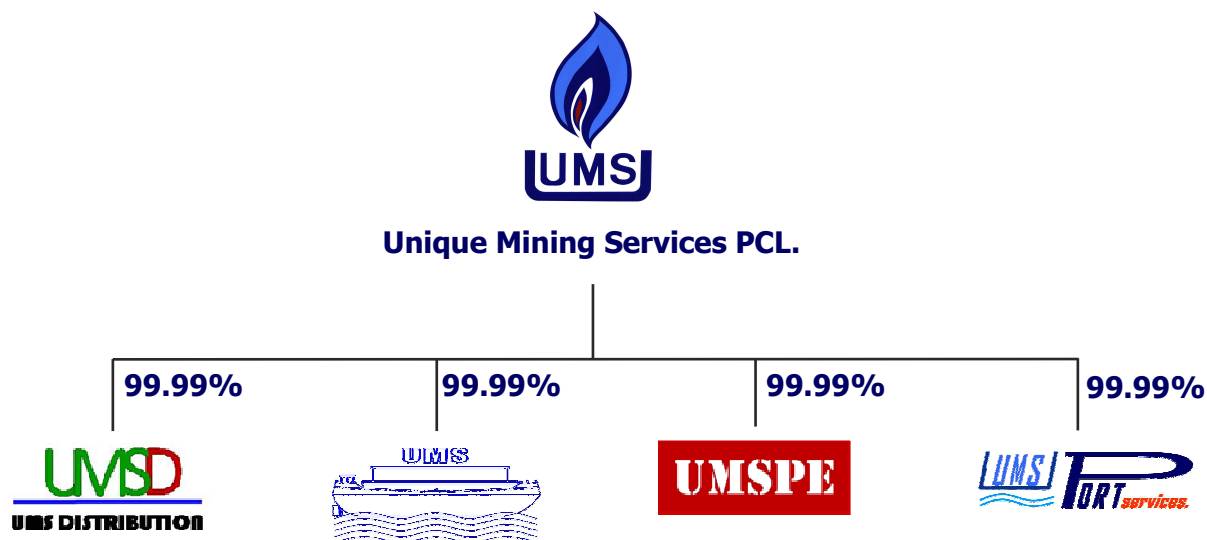
1. We imports coal from Indonesia, which Indonesia is one of the top three coal producer countries. We selects the quality coal mine for best coal in heat value, moisture level, ash and sulfur to match with customers' demand. Because Indonesia locates not far from Thailand, compare to others coal producer countries so the transport cost is low which UMS has lower cost of operations. UMS would issue a letter of credit to Indonesian supplier and UMS import about 50,000 tons (+/- 10%) which transport the coal by mother vessel to Thailand.
2. The mother vessel from Indonesia will anchorage at Srichang Island. Then transfer the coal to lighters which can done 500 – 2,500 tons per lighter. The lighter will be alongside UMS's Samuksakorn and Ayutthaya port for discharging.
3. We can deliver the coal to customer right away or transport to UMS storage area in Samuksakorn and Ayutthaya for screening and quality improving. Then it can be delivered to customers by land transportation.

We have regulation to maintain a certain inventory level for achieving customer demand, which each shipment would take 45 days in transaction. UMS has regulation for sourcing coal that have best quality, environmental friendly, meet customer demand. UMS has standard procedure for quality control on coal start from supplier, mine and during production line.



Company's Structure

Unique Mining Services Public Company Limited (UMS) imports good quality coal, which has a medium calorific value and less negative impact to environment. Target groups of customers are food and beverages industry, pulp and paper industry, cement industry and textile industry. Company's strategies are tailor-made based upon imported coal that is matched to the engineering specification of each factory's boiler. Currently, the company has four wholly owned subsidiaries as follows:



UMS Distribution Co., Ltd.

was established on October 20, 2006 to operate logistics (was originally UMS Logistics Management Co., Ltd. which later changed to UMS Distribution Co., Ltd. on June 13, 2014). Currently UMS Distribution Co., Ltd. is a fertilizer importer and producer. And to sell and distribute the fertilizers to domestic and international demands.

UMS Lighter Co., Ltd.

was established on January 24, 2007 to operate marine transportation by lighter which has capacity of 500-2,500 ton. Currently, UMS Lighter Co., Ltd. have 12 tugged barges for its business operation

UMS Pellet Energy Co., Ltd.

was established on January 24, 2007 to operate land transportation by truck (was originally UMS Transportation Co., Ltd. which later changed to UMS Pellet Energy Co., Ltd. on June 9, 2014). Currently UMS Pellet Energy Co., Ltd. is a wood pellet producer. And to sell and distribute the produced wood pellet to domestic and international demands.

UMS Port Services Co., Ltd.

was established on October 22, 2008 to operate jetty business at Nakornluang district, Ayudhya. The company business income is from port services which are provided to coal, clinker and iron ore entrepreneurs

Risk Factors



Risk from volatile cost of goods sold

The major factors which affect costs of goods sold are the coal price, freight rates and currency exchange rates which depend upon world market rates. Thus, the price volatility of these factors will directly impact the cost of goods sold. If the coal price and freight rates are increased whilst exchange rate is depreciated, the cost of goods sold will increase.

The price of coal and freight rates in the world move due to changes in demand and supply. The company has closely monitored the coal price and freight rates in order to manage its cost of goods sold more efficiently.

As the company imports coal from Indonesia and distributes it to the domestic industries, most of the cost of goods sold is denominated in USD currency while all of its revenue is in local currency. Thus; the company is exposed to foreign exchange risk. When the Thai Baht depreciates, its cost of imported raw material will be higher. However, the company reduces the foreign currency risk by using forward contracts for all costs of imports; therefore, this policy considerably mitigates foreign exchange rate risk.

Risk from new competitors

Since UMS business is coal trading which requires less investment in terms of equipment and machinery, there is an opportunity for new comers to enter the business, especially when there are only a few existing players in this market. Currently, many new competitors has entered coal distribution market, as a result, gross margin is narrowed. Therefore; the company has set key strategies to differentiate its products from other competitors. The company's management has utilized its extensive experience and know-how to screen and improve the quality of coal to match each type of boiler used in each industry as well as our ability to promptly give advice to our customers on technical and other services related enquiries.

At present, the company screens and improves coal quality to be optimal to each type of boiler used by small and medium sized manufacturers in order to ensure the highest efficiency and reduce the cost of production. Such an approach was well received by our customers. Moreover, with a large customer base, the company could import large volume of coal through large-scale-vessel and pay lower freight rates than by importing using smaller vessels. This is another barrier of entry for the new players who should require large amount of working capital up-front in order to compete with the company.

Risk from substitute products and market expansion

Generally, primary energy resources being used by domestic industries can be classified into 3 types including fuel oil, natural gas, and coal. Whilst, fuel oil was the most popular choice among manufacturing companies due to its availability and ease of use (ease of maintenance) natural gas has mostly been used in power plants due to its lower cost compared to bunker oil. Coal is still not in widespread use due to the lack of the knowledge and correct understanding by the user.

Historically, coal has a distinguished advantage in terms of cost over other sources of energy. Manufacturers require some capital investment to change their boiler from fuel oil to coal-fired. If all factors are considered including, the cost of fuel, operating expenses and maintenance cost, the manufacturers will break-even in 9-24 months. In the current situation, where cost of production becomes increasingly crucial for every industry, many companies have turned their attention to coal as an alternative source of energy. Besides, coal reserves are found in over 100 countries worldwide and are more abundant than other fuel sources which have enhanced coal's stability as a world source of energy. Therefore; the company expects that demand for coal will soar in the near future, in line with the company plan to expand customer base by persuading prospect customers to change their boiler from fuel oil to coal-fired.



Risk Factors

Risk from environmental impact

Coal is classified into many types; ranking from the best heat generating quality and the least environmental hazard are Anthracite, Bituminous, Sub bituminous, and Lignite. While Lignite normally generates more polluted gas, the other types of coals with superior quality are more environmentally friendly.

Currently, the company imports bituminous and Sub-bituminous coal types which have superior quality and generates low sulphur (sulphur content is in range 0.1-1.5% while sulfur content in fuel oil is in range 0.1-3.0%) Thus; good quality coal creates less environmental impact to the atmosphere. In addition, the company has a closed storage system which complies with the government regulations and the company manages particulate dispersion cautiously. Specifically, it has managed to reduce particulate dispersion by covering coal stockyard with plastic sheet, spraying water, building high fences around the warehouse, checking air and water quality regularly, planting pine trees, covering plastic sheet around truck to prevent coal falling to the pavement and cleaning wheels of every truck before departure. Furthermore, the company is executing more effective preventive measurement such as closed system production base, dust dispersion control system of dust shield and water spraying to ensure the capacity of preventing environmental impact from company's operation.

In addition to the aforesaid preventive measurement, the company has launched promotion measurement for environment and community quality like the application of ISO 14001: 2004, the world renowned Environmental Management System (EMS), the application of energy management and energy conservation, the improvement of surrounding scenery and atmosphere and several projects for community and career development, youth and education development, public health and hygiene development and for culture, religion and public services.

Risks of competition on prices

Currently, there are approximately 20 companies who are selling steam coal to the industrial sector in the Thailand such as Lanna Resources Public Company Limited, Asia Green Energy Public Company Limited, Energy Earth Public Company Limited etc. the competitive of selling coal it may cause the high competition on prices. And each of business operators revolves to use the strategy by discounting mainly. As that strategy had caused the risk to the business operator and the company directly that in the past we have made the good relationship with customers such as giving a knowledge about the using of material with boiler Including after sales services as well as the company focuses on the standard quality of product and how to use such product in the customer's boiler efficiency.

Major Shareholders




Top ten major shareholders as of February 17, 2016 were shown in below table. (par value of 0.50 baht per share)

Shareholders' List				Number of Shares	Proportion (%)
1	Athene Holding Co.,Ltd.*			136,083,041	88.68
2	Miss	Amporn	Sripothong	1,322,900	0.86
3	Mr.	Banyat	Wutthisethpaiboon	700,000	0.46
4	Mr.	Suthee	Lim-atiboon	530,000	0.85
5	Mr.	Paisarn	Tiyawanich	500,000	0.33
6	NOMURA SINGAPORE LIMITED – CUSTOMER SEREGATED ACCOUNT			475,000	0.31
7	Thai NVDR Company Limited			320,502	0.21
8	Mrs.	Nawarat	Phromlakkhano	220,000	0.14
9	Mr.	Nithat	Sumith	200,000	0.13
10	Mrs.	Atcharawadee	Theerachanthaseth	176,400	0.11
	Other shareholders			12,926,221	8.42
Total				153,454,064	100.00

Remark : Thoresen Thai Agencies PCL.'s Shareholding portion of 99.99 percent

Dividend Payment Policy

The company has dividend payment policy not less than 40% of net profit after tax and legal reserve deduction. However it must be approved on the shareholders' meeting, except that the company and subsidiaries' need to expand business.

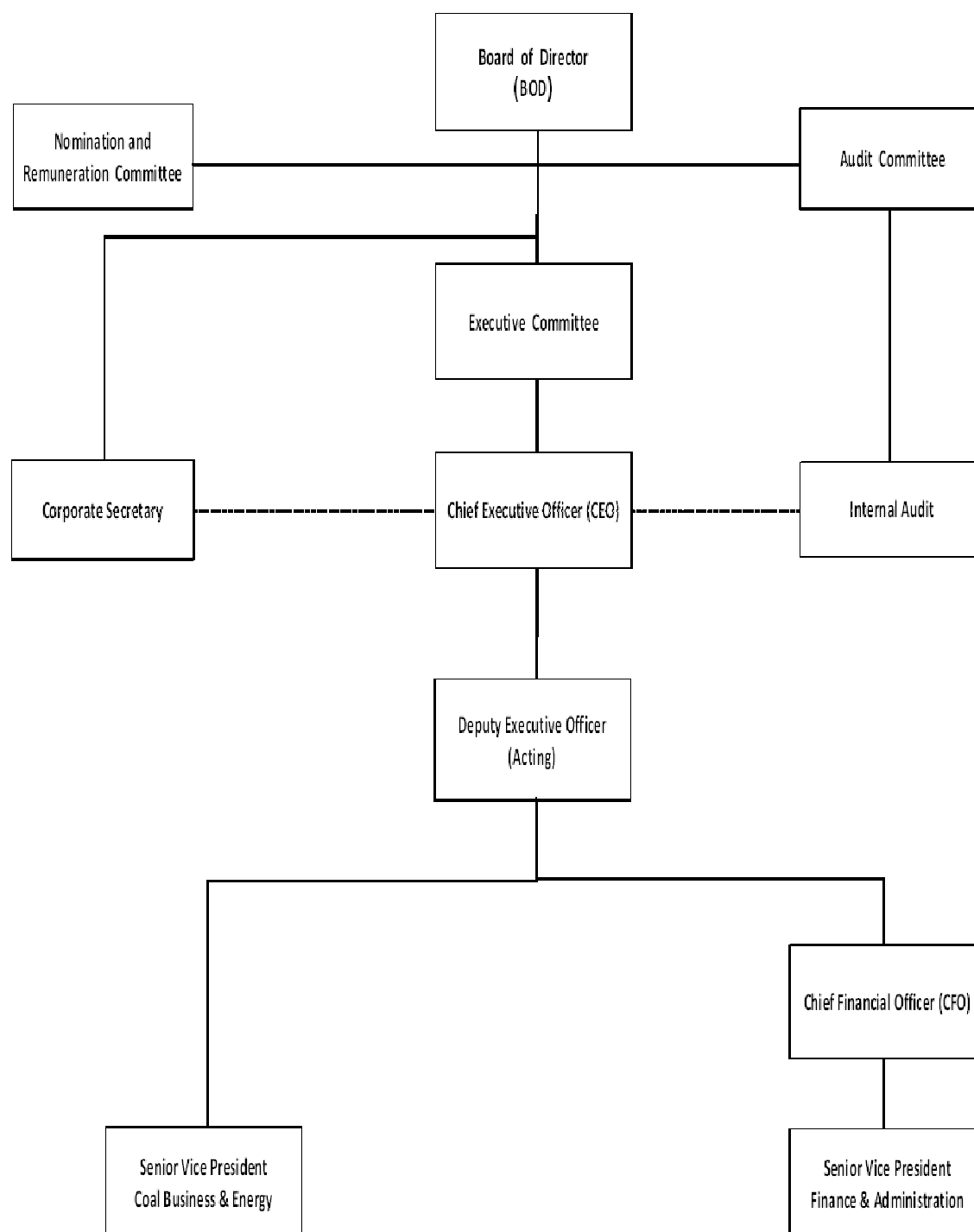


นโยบายคุณภาพ
มุ่งมั่นพัฒนา
รู้คุณค่าพลังงาน
บริการด้วยใจ ห่วงใย
สิ่งแวดล้อม

Management Structure



As of December 31, 2015





Management Structure

The management structure of the company is consisted of four committees including The Board of Directors, The Audit Committee, The Nomination and Remuneration Committee and The Board of Executive Directors. Details of which are as follows:

1. The Board of Directors

The Board of Directors consists of 8 directors as follows: (As of December 31, 2015)

1. Police General Dr. Chidchai Vanasatidya	Chairman of the Board of Directors
2. Mr. Chalermchai Mahagitsiri	Vice Chairman of the Board of Directors
3. Mr. Vichai Chuensuksawadi	Director
4. Mr. Chia Wan Huat Joseph	Director
5. Mr. Ekavaj Amornvivat	Independent Director
6. Mr. Suchart Thammapitagkul	Independent Director
7. Police Lieutenant General Kamrob Panyakaew	Independent Director
8. Mr. Taratorn Wongprasat	Independent Director

Authorized directors to sign on behalf of the company are Mr. Chalermchai Mahagitsiri or Mr. Chia Wan Huat Joseph signs jointly with Police General Dr. Chidchai Vanasatidya or Mr. Vichai Chuensuksawadi, being two persons, with affixation of the company's seal.

Duties and Responsibilities of the Board of Directors are as follows:

1. Authority and responsibility according to the Public Company Act and other related laws which are authorities and duties of Directors or Board of Directors of public company.
2. Authority and responsibility according to the articles of association of company which are defined to be of the Board of Directors.
3. Consider long term business plan, budget and annual investment plan.
4. Consider annual financial statements.
5. Consider annual salary adjustment budget, employees' bonus budget, managements' welfare, directors' remuneration and dividend payment to shareholders.
6. Establish management structure, appoint management, managing director and other committees as appropriate.
7. Supervise and manage company's performance in accordance with laws, company's objectives and articles of association as well as shareholders' resolutions.

If committees or connected persons are related to the transaction that may create any conflict of interest with company, the related committees are not permitted to vote on that transaction.

Besides the resolution of the Board of Directors, a three-quarter (3/4) vote of eligible shareholders present at the meeting is required to approve the following events:

- The sale or transfer of the whole or important parts of the business.
- The purchase or acceptance of transfer to other companies or private companies.
- The signing, amending or terminating of contracts with respect to the leasing of the whole or important parts of the business, the assignment of the management of the business of the company to other persons or business merger/acquisition with the purpose of profit and loss sharing.
- The amendment of memorandum of association or articles of association.
- The increase and decrease in capital, debenture issuance, merger/acquisition and wind up the company

2. The Audit Committee

The Audit Committee consists of 3 directors as follows:

1. Mr. Ekavaj Amornvivat	Chairman of Audit committee
2. Mr. Suchart Thammapitagkul	Audit committee
3. Police Lieutenant General Kamrob Panyakaew	Audit committee

Management Structure



Duties and Responsibilities of Audit Committee are as follows:

1. Review company's financial reports accurately and adequately.
2. Review company's internal control and internal audit sufficiently and efficiently. Consider the independence of internal audit department and approve the appointment, change or retire head of internal audit department or other departments which are responsible for internal audit.
3. Review the company to comply with SEC and SET rules and regulations, and laws concerning the Company's business.
4. Consider and propose for the appointment of the company's auditor who is independent with the company. Moreover, they shall propose the auditor fee and attend the meeting with auditor without management at least 1 time per year.
5. Consider connected transactions and conflicts of interest according to laws and regulations of SET to ensure the reasonableness and create most benefit to company.
6. Prepare Audit Committee report to disclose in the company annual report. Such report must be signed by chairman of audit committee and consists of the following
 - a) Opinions regarding the correctness, completeness and reliability of company's financial reports.
 - b) Opinions regarding the sufficiency of company's internal control system.
 - c) Opinions regarding the compliance with SET rules and regulations, and laws concerning the Company's business.
 - d) Opinions regarding the auditors qualification.
 - e) Opinions regarding the connected transactions.
 - f) Total attendance of audit committees and the attendance of each audit committee.
 - g) Opinions or notices regarding audit committee perform according to the charter.
 - h) Any transactions which shareholders or investors should know under duties and responsibilities assigned by the Board of Directors.
7. Any other matters assigned by the Board of Directors which approved by audit committee.

Audit committee terms

Terms of audit committee are three years. Audit committee members who are retired by rotation could be re-elected. In the case of an audit committee position which is vacant with any reasons except by retired by rotation, The Board of Directors could appoint anyone who has complete qualifications to be an audit committee member to fulfill the rest position. Terms of such position are those remaining for the period of the substituted audit committee.

3. The Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee consists of 3 directors as follows

- | | | |
|----------------------|----------------|---|
| 1. Mr. Suchart | Thammapitagkul | Chairman of The Nomination and Remuneration Committee |
| 2. Mr. Chia Wan Huat | Joseph | The Nomination and Remuneration Committee |
| 3. Mr. Taratorn | Wongprasat | The Nomination and Remuneration Committee |

Duties and Responsibilities of The Nomination and Remuneration Committee are as follows:

1. Determine and propose the structure, composition and attribute of the BOD and any committees.
 2. Propose the qualified candidate to be a director to the BOD so as to propose to shareholders' meeting to approve in case there are any vacancies in the BOD.
 3. Determine and shortlist the appropriate candidate for MD and establish the replacement plan for top executives.
 4. Nominate, promote, transfer and terminate the Company's top executives, i.e., MD, Vice MD including the executives of the subsidiaries.
 5. Recommend on the assessment of the performance of the executives.
 6. Propose the remuneration structure for directors, MD and the management of the Company and its subsidiaries including meeting fee, annual bonus and any other benefits.
 7. Determine the risk on the HR management.
 8. Perform any other assignments appointed by the BOD
- 2.



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In order to accomplish the scope of work, NRC has the authority to direct the Company's employee to participate, opine and provide any related documents, NRC also has the right to hire an independent advisor to provide any related advises in which any other fee incurred will be charged to the Company.

4. The Board of Executive Directors

The Board of Executive Directors consists of 4 directors as follows :

- | | |
|--|---|
| 1. Police General Dr. Chidchai Vanasatidya | Chairman of the Board of Executive Director |
| 2. Mr. Chalermchai Mahagitsiri | Executive Director |
| 3. Mr. Chia Wan Huat Joseph | Executive Director |
| 4. Mr. Vichai Chuensuksawadi | Executive Director |

Duties and Responsibilities of the Board of Executive Directors are as follows:

1. Define the policy, direction and operate the business according to the company policy.
2. Conduct the business strategies.
3. Conduct investment strategies and fund raising plans according to the company policy.
4. Authority to employ, appoint, dismiss, approve an employment rate, adjust salary and present the reward or bonus to person who employs as assistant managing director or higher position.
5. Determine the employees' welfare and remuneration according to company situation under effective law.
6. Consider the meeting agendas before requesting the approval from The Board of Directors.
7. Consider, approve investment projects, acquire and dispose fixed assets, and sign the commercial agreements according to the general company's transactions. Nevertheless, such transactions must be complied with laws and regulation which pass the approval of The Board of Directors.

All above approvals from the Board of Executive Directors, however, do not include the approvals of Executive Directors who have conflict of interest, as well as important transactions which need to request the approval from shareholders regarding to the purchase or disposal the company's important assets according to The Stock Exchange of Thailand laws and regulations.

Management

Management of company consists of 4 persons as follows: (as of December 31, 2015)

- | | |
|------------------------------|---|
| 1. Mr. Vichai Chuensuksawadi | Managing Director / acting Deputy Executive Officer |
| 2. Mr. Pornthep Lertvoratham | Chief Financial Officer |
| 3. Mr. Tan TeoSong | Senior Vice President Coal Business & Energy |
| 4. Ms. Nuanchan Vasinanuruk | Senior Vice President Finance & Administration |

Duties and Responsibilities of Managing Director are as follows:

1. Determine the significant issues of company, mission, objectives, policy, overall operating performance, production, customer relationship and any responsibility to Board of Directors.
2. Approve the normal operational transactions within budget of Baht 1 million.
3. Consider fund raising issues and present to Executive Board.
4. Hire, appoint, dismiss as well as determine salary and bonus to the employees who rank below assistant to managing director position.
5. Act and represent the company to the outside related business and benefit to company.
6. Approve and appoint any advisors regarding to the necessity issues for business operation.
7. Perform the general administration of company.
8. Any other matters assigned by the Board of Directors and Executive Board.

Management Structure



All above approvals from Managing Director, however, do not include the approvals of Managing Director who may have a conflict of interest, as well as important transactions which need to request the approval from shareholders regarding to the purchase or dispose the company's important assets according to The Stock Exchange of Thailand laws and regulations

Qualification of management

The management certifies that they have ethics, capability, and considerable experience, are honest and careful to protect the benefits of company. They have the intention to operate business continuously. Moreover, they understand and response to public as well as they don't have any prohibit qualifications according to Kor. Jor 12/2543 of SEC regarding to the permission and approval to sell new securities.

Compensation of directors and management

Compensation of Director (As of December 31, 2015)

Name	Allowance (Baht/Year)			
	BOD	AC	NRC	Total
Police General Dr. Chidchai Vanasatidya	get the salary instead of the remuneration			
Mr. Chalermchai Mahagitsiri	330,000			330,000
Mr. Vichai Chuensuksawadi	get the salary instead of the remuneration			
Mr. Ekavaj Amornvivat	375,000	108,000		483,000
Police Lieutenant General Kamrob Panyakaew	345,000	75,000		420,000
Mr. Suchart Thammapiatgkul	345,000	90,000	27,000	462,000
Mr. Chia Wan Huat Joseph	360,000		22,500	382,500
Mr. Taratorn Wongprasat	315,000		15,000	330,000
Total	2,407,500			

Remark

- BOD** = Board of Directors
AC = Audit Committee
NRC = The Nomination and Remuneration Committee

Management Monetary compensation (As of December 31, 2015)

Salary of managements (exclude Accounting Manager and Finance Manager) 3 Management in 2015 was totaled Baht 5.47million baht .

Other compensation

The company has established provident fund for employees, under the condition to pay at 5, 7 and 10 per cent of their revenue. In addition in 2015, 1 Management is a provident fund member.

Corporate Governance

Principles of corporate governance and ethics

The company is committed to the good corporate governance principles in compliance with the guidelines of The Stock Exchange of Thailand and divided to five sections. The principles of good corporate governance will increase trust and long term competition with other companies. The details are as follows:



Management Structure

Group 1 Rights of Shareholders

The company values the importance of shareholders' right, therefore, the company assures that company's shareholders shall have the same basic right, namely rights to buy, sell, or transfer shares, rights to obtain adequate information, rights to participate and vote in the shareholders' meeting on significant issues and rights to share in the profits of the company. The details are as follows:

- (1) The company sends meeting notices in advance containing details of the agenda and related appendices together with the opinions of the Board of Directors, proxy forms determined by the Ministry of Commerce, a list of all Independent Directors, and a map showing the meeting venue. These notices also contain details about the documents which each shareholder needs to bring to the meeting, together with Company regulations on the meeting and voting procedures. In addition, shareholders may view information about each meeting agenda on the Company's website before receiving the notice by mail. The company allows registration of shareholders at least an hour prior to each meeting.
- (2) Before each meeting, the Chairman explains clearly how ballots are cast and counted under the Article of Association of the company. The company keeps its count of shareholders who have not yet voted on any agenda and shows ballots-counting summaries throughout the process. The Company will ask shareholder volunteers to witness ballot counts for greater transparency. To protect the rights of shareholders, the Company conducts balloting for each agenda separately.
- (3) The chairman allocates a suitable period of time for the meeting, conducts each meeting suitably and transparently, allowing through expression of views and queries before each ballot round and summarizes meeting resolutions on each agenda.
- (4) The meeting gives shareholders who come late a chance to vote on agenda still under consideration and not voted.
- (5) All directors attend each shareholder meeting. Directors are required to address relevant questions and concerns, posed by shareholders (if any).
- (6) The Company regularly disseminates information to shareholders via The Stock Exchange of Thailand's channel, media and publications, including its website.
- (7) The Company sets up a channel of minor shareholders to contact directly via E-mail addresses. Apart from these channels, minor shareholders can directly contact the Company's secretary or the investor relations unit.
- (8) The Company explicitly discloses shareholding structure in affiliated and subsidiary companies, therefore, shareholders feel confident of transparent management structure that are allowed to scrutiny.
- (9) The Company conducts its business efficiently for the sustainable growth of the Company and optimum returns to shareholders.

Group 2 Equality Treatment of Shareholders

The company values and treats all shareholders fairly through the following actions:

- (1) Allowing each shareholder to propose agenda for consideration at shareholders' meeting ahead of the actual meeting date, announced to all investors via The Stock Exchange of Thailand's news portal and Company's website in advance. Moreover, criteria for agenda proposals and screening processes are clearly defined on the corporate website.
- (2) The company offer opportunities for Shareholders to propose agenda items to be considered in the Annual General Meeting of Shareholders and nominate candidate qualified to be proposed for the election as company's directors prior to the Annual General Meeting date based on criteria and procedure clearly defined by the company. Detail and methods are disclosed and disseminated for the shareholders' information via Company's Website.
- (3) Convening the meeting in sequence of agenda as specified in the notice and not adding agenda without notifying shareholders in advance, so that shareholders may have enough time for data assessment before making their decisions.
- (4) Providing shareholders with a list of all Independent Directors on the proxy forms that can decide balloting directors, to encourage them to dictate how they need to vote. These proxy forms serve as an option to appoint Independent Directors as their proxies, and a choice over which Independent Directors to entrust their views.

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- (5) Encouraging shareholders to use ballots. "Voting tickets" provided for each significant agenda are collected at the meeting and then added up the pre-cast votes before announcing the resolution to the meeting. For transparency and reference, the company will file all voting tickets bearing witnesses' signatures.
- (6) Recording the minutes accurately and completely for sending it to The Stock Exchange of Thailand and the Securities and Exchange Commission within 14 days after the meeting. The minutes will also be posted on corporate website.
- (7) Establishing the Board of Directors' measurements to control the usage and prevent the misuse of internal information (insider trading) for personal benefit of concerned persons, including the Board of Directors, executives and staff in related department (including spouses and minor child of concerned persons).

In addition, if the Board of Directors or executives sell or buy the company shares, they are required to report the shareholdings to The Securities and Exchange Commission (SEC) within 3 working day period for public disclosure.

Group 3 The Roles of Stakeholders

The company commits responsibilities for all stakeholders to ensure sustainable mutual benefits, providing that the corporate administration or business operations of the company shall not have an impact on the rights of stakeholders or create damage to stakeholders. If damage occurs, the company determines the appropriate measures to benefit every party

Shareholders:	Besides the basic rights of shareholders and the rights stipulated by the laws and the company's article of association, such as rights to attend the shareholders' meetings and vote at the meeting, rights to freely express opinions at the shareholders' meetings, and rights to receive an appropriate return. The company gives shareholders the right, as the owner of the company, to make suggestions and comments on the company's affairs through the independent directors. Each comment and suggestion will be carefully considered and presented to the Board of Directors.
Employees:	The Company believes that employees are the most valuable assets. The company always develops competence of every employee to support business expansion plan. Furthermore, the company treats its employees in such a way that they feel happy to perform their assigned tasks, improve working environment to ensure safe, modern and healthy welfare appropriately.
Trading partners:	The Company purchases products and services according to commercial terms including perform the contracts with partners fairly.
Creditors:	The Company considers the conditions with all creditors appropriately subject to economic situation and complies with loans agreements.
Customers:	The Company takes care and responses to all customers by providing standard quality products as well as keeps their confidential data. In addition, the company set up customer relationship department to receive feedback, suggestions and opinions from customers.
Competitors:	Competitors will be treated fairly under normal competitive term and without any illegal practices to destroy them.
Communities:	The Company is responsible to environment of community and society. The company complies with related rules and regulations to protect stakeholders' right fairly.
Independent :	Auditor: The Company cooperates with independent auditors to disclose information correctly and transparently.
Society:	The company continuously organizes activities to improve quality of communities such as environment, education and create jobs in community.



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Group 4 Information Disclosure and Transparency

Information disclosure represents an important principle of good corporate governance. The company pays close attention to the information that needs to be disseminated to The Stock Exchange of Thailand and shareholders, particularly for its accuracy, adequacy, timeliness, and equitable treatment. The company will disclose information at www.umspcl.com, or contact to investor@uniquecoal.com by Mr. Vichai Chuensuksawadi, Managing Director and Acting Deputy Executive Officer. He is responsible for answer the questions. The Company has clear procedure for information disclosure to The Stock Exchange of Thailand under ordinary and urgent circumstances.

Disclosed information consists of financial and non-financial information in year 2015. The disclosure, particularly the reviewed/audited financial statements, is essentially accurate under generally accepted accounting principles. The reviewed/audited financial statements have also been endorsed by the Audit Committee and the Board of Directors before disclosure to shareholders. The Board of Directors also discloses the responsibility of financial report in the annual report. The company has disclosed connected transactions, management discussions and analysis, and CG report in the annual report and Form 56-1.

All disclosed information as well as information made public to shareholders and investors disseminates including company's annual report, quarterly presentations and press releases. In addition, corporate website always has been regularly updated. Hence, interested persons are convenient and attain the best usefulness for investment.

The company always valued the accuracy, completeness, timeliness, and transparency of information disclosure and is committed to its best practices.

Group 5 Responsibilities of the Board of Directors

1. Structure

a. Composition

The Board of Directors consists of 8 Directors, which is considered suitable for the business. The composition of the Board of Directors is as follows:

- > Three executive directors who have conflict of interest.
- > Five independent directors with no conflict of interest, no relationship and not representative of major shareholders.

b. Definition of Terms and Number of Companies Where Directors Can Serve

The Board of Directors consists of 8 members, 4 of them were independent directors which was accounted more than one-third of all directors set by The Stock Exchange of Thailand. The director who has completed his/her terms, one-third directors with the longest terms must retire. Directors who are retired by rotation could be re-elected.

Moreover, The Board of Directors also agreed for the issue of the number of companies where directors can serve to be one important key in considering for appointing the director. In addition, the company where each director serves has disclosed in attachment 1 of Form 56-1, annual report and corporate website.

c. Qualifications of Independent Director

The Independent Director shall consist of at least one-third of all director or not always less than three persons. The qualifications of independent director in accordance with rules and regulations of SEC are as follows.

- (1) holding shares not exceeding one per cent of the total number of shares with voting rights of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- (2) neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the applicant, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Office. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the applicant;
- (3) not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the applicant or its subsidiary company;

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- (4) neither having nor used to have a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office.
- (5) neither being nor used to be an auditor of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office;
- (6) neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office;
- (7) not being a director appointed as representative of directors of the applicant, major shareholder or shareholder who is related to major shareholder;
- (8) not undertaking any business in the same nature and in competition to the business of the applicant or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the applicant or its subsidiary company;
- (9) not having any other characteristics which cause the inability to express independent opinions with regard to the applicant's business operations.

d. Aggregation or Segregation of Position

The Chairman and the Managing Director is always not the same person. The Chairman is elected by the Board of Directors, whereas the Managing Director comes from nomination. The Chairman is the leader and contributes significant decision-making of the company's policy which is the result from The Board of Directors' meeting which is considered and determined goals with management. The chairman shall ensure that The Board of Directors meetings proceed efficiently and effectively. During each meeting all Directors are urged to actively participate such as raise essential questions, meeting, recommend, supervise and support management through managing director regularly. But the chairman shall not interfere to routine work which is responsible by managing director. Managing Director is head of management team. The Board of Directors authorizes managing director or acting or representative to sign on behalf of company. Managing Director authorizes management team according to specified authorities efficiently and clearly. Hence, there is a clear distinction between the roles of The Board of Directors and the Management.

e. Company Secretary

The Company has appointed a corporate secretary who is Ms. Charatsri Thainthipsiri. The roles and responsibilities are the following.

- > Handle and keep documents
 - Registration of Directors.
 - Meeting notices, minute of The Board of Directors, and corporate annual report.
 - Appointment of Shareholders Meeting and minute of Shareholders Meeting.
 - Record of connected transactions which report by directors or management.
- > Communicate with shareholders and ensuring that they are properly taken care of.
- > Communicating with related regulatory agencies.



Management Structure

2. Sub-committees

The Board of Directors has appointed sub-committees to handle specific aspects. Their qualifications and responsibilities have been defined in their respective charters. A majority of their members are Independent Directors. The Chairman does not belong to any sub-committee. The sub-committees regularly report their findings to The Board of Directors.

Currently, the company has appointed two sub-committees, namely The Audit Committee and The Nomination and Remuneration Committee. Their member names, responsibilities, and report of each sub-committee are described in the Annual Report.

3. Business Ethics

The Board of Directors stipulated the business ethics in good corporate governance principles by conducting equitable treatment, transparency, auditable, and respect to the rights of all stakeholders which will create confidence and acceptance of efficient performance and transparency of company. The code of conducts consists of eight principles:

- > Conflicts of interest
- > Responsibility to shareholders
- > Responsibility to employees
- > Responsibility to customers
- > Responsibility to trading partners:
- > Responsibility to competitors
- > Responsibility to society and communities
- > Follow-up the action

4. Conflicts of Interest

The company has policy to protect conflicts of interest which define the measurement to avoid any conflict and interest for personal benefit. The procedure for directors and employees are as follows:

1. Prohibit Directors, Management and employees bring inside information of company to use for their personal stock trading or use inside information to operate business which compete with the company or related business.

2. Avoid doing personal transaction related to the company which may cause conflict of interest.

3. If the company has any transactions which are beneficial to the company, the company shall treat such transaction on arm length basis. Directors and employees which have conflicts of interest shall not approve such transactions.

4. If the company has related transaction to Shareholders, Directors, Managements or related persons, the appointed Audit Committee shall approve on such transactions.

Connected transactions must be considered by The Board of Directors for reasonableness of the transactions and the Audit Committee shall approve the disclosure in the annual report and Form 56-1

5. The Board of Directors' Meeting

The meeting date of the Board of Directors has been specified in advance for each year while clear meeting agenda has been determined quarterly. Other agendas are jointly decided by the Chairman and Managing Director as necessary. However, each director may propose matters which they consider materially. In 2015, The Board of Directors convened totally 2 times. The Board of Directors always received an invitation, draft minute of meeting and complete supporting documents for consideration ahead of each meeting.

An ordinary The Board of Director's meeting last approximately two hours. The Company's secretary always attend the meeting, record minute of meeting and keep document files of meeting correctly and completely. The company's secretary also advises the Board of Directors regarding related rules and regulations.

The minutes of meeting of the Board of Director's meeting covers all important issues and the resolutions were unanimously approved. The discussion and opinion of directors were clearly recorded. All documents were systematically filed under tight security. Generally, all directors attended every meeting except for legitimate reasons for absence. If he knows in advance, he will send an apology letter to the Chairman when they could not attend a meeting. Record of the Board of Directors' attendance in 2015 (as of December 31, 2015) was as follows.

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Director's Name	Attendance/Total Meetings (times) Year 2015				
	BOD	AC	NRC	AGM	EGM
	9 times	8 times	3 times	2 time	1 time
Police General Dr. Chidchai Vanasatidya Chairman of the Board of Directors	9/9			2/2	1/1
Mr. Chalermchai Mahagitsiri Vice Chairman of the Board of Directors	5/9			2/2	1/1
Mr. Ekavaj Amornvivat Independent Director / Chairman of Audit committee	9/9	8/8		2/2	1/1
Police Lieutenant General Kamrob Panyakaew Independent Director / Audit committee	6/9	7/8		2/2	1/1
Mr. Suchart Thammakitagkul Independent Director / Audit Committee /Chairman of NRC	8/9	8/8	3/3	2/2	-/1
Mr. Taratorn Wongprasat Independent Director / Member of NRC	5/9		2/3	1/2	1/1
Mr. Chia Wan Huat Joseph Director / Member of NRC	9/9		3/3	2/2	-/1
Mr. Vichai Chuensuksawadi Director / Managing Director and Deputy Executive officer · Appointed to the director on May 15, 2015	5/5			-	1/1

Details of Director Attendance Record who resigned during the 2015

Mr. Somporn Chitphentom	3/4			2/2	-
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Remark

BOD	=	Board of Directors
AC	=	Audit Committee
NRC	=	The Nomination and Remuneration Committee

6. Compensation of Directors and Management

a. Directors' Compensation

The 2015 Annual General Shareholders' Meeting approved Directors and sub-committees' remuneration, taking into account the company's business, size, performance as well as the duties and responsibilities of The Board of Directors and sub-committees. The Directors' and sub-committees' remuneration packages for 2015 were the same as those of 2014 to accommodate the performance of the company. The details are as follows;

- > the monthly compensation of 20,000 baht per person for the Company's Chairman and non-executive directors, with the attendance fee of 15,000 baht/time/person

- > The attendance fee for the Audit Committee is 15,000 baht/time/person

- > The attendance fee for the Nomination and Remuneration Committee is 7,500 baht/time/ person

- > The attendance fee of the Chairman of each committee will be 1.2 times of each committee.

The attendance fee will be provided only Members who attended the meeting.



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b. Compensation Policy for Subsidiaries' Board Members

The subsidiaries or joint venture company which the company invests directly or indirectly comply with the business condition are treated as Company assets in line with legal criteria or investment conditions. As a rule, the boards of these companies are kept minimum, for instance, the Managing Director and senior management executive directly responsible for the success of such project according to company's policies and strategies. Therefore, Managing Director and executives as director of subsidiaries are not entitles to extra compensation except allowance because it is considered as routine work which is clearly specified in good corporate governance principles of company as well.

c. Managing Director's Compensation

The Managing Director's compensation is determined clearly and transparently decided by the Chairman. Consideration is based on duties and responsibilities, linked to the Company financial results and annual performance evaluation.

d. Executives' Compensation

Managing Director will consider compensation of each executive appropriately for increasing salary of executives. Consideration is based on individual performance and company's financial results. In addition, performance compared with goals of each department was considered as well.

The company disclosed total compensation in Form 56-1. Besides, holding securities, warrant of individual were also disclosed transparently to support company's good corporate governance principles.

7. Development of directors and executives

The Board of Directors regularly improve themselves by attending seminar, courses and meetings organized by the Institute of Directors of Thailand (IOD), The Stock Exchange of Thailand, and SEC, and bring such knowledge to develop company further.

Employee Development Policy

UMS began operation with an aim of distributing affordable energy in order to ease cost of production to customers. The company was established in 1994 by a few enterprising group of employee and nowadays UMS has been maintaining professional and effective coal business by our most valuable asset which is human resource

Human Resource: A key driver of organizational growth

The company has strengthening HR management in purpose of improving the organization's profitability by developing employee's mindsets and advocating paradigm shift. In other words, the organizational transformation is an imperative for sustainable development of the company. These are 4 major roles of HR for the company dynamic development.

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Human Resource: A key driver of organizational growth

The company has strengthening HR management in purpose of improving the organization's profitability by developing employee's mindsets and advocating paradigm shift. In other words, the organizational transformation is an imperative for sustainable development of the company. These are 4 major roles of HR for the company dynamic development.

1. Strategic Partner – HR participates in organizational Strategy Plan in terms of ensuring the human asset is fully aligned with the strategy and effective strategy implementation. In addition, HR also is in position to evaluate the performance in each organizational unit by using Performance Management System and apply KPI to reflect success of strategy plan.

Management Structure



2. Administrative Expert – The ability to improve performance both in HR internal unit and the overall organization is one of the important functions of HR. Starting with improve the internal unit, the HR department increase its efficiency of working system and standardize HR framework, given a clearly operational and strategic HR activity. In addition, HR improves formalize the job description for each organizational unit to cover the company's required qualification.

3. Employee Champion – Performance Compensation is the most considerable for HR. To positively motivate employees and maintain sustainable human development, HR is restructuring salary and increases other benefits such as overtime or travel expense. In addition, the department has created the internal communication to develop a good strong employee relation and successfully higher employee commitment with the company.

4. Change Agent – HR encourages employees to develop their capabilities to support organizational transition or major change that lead more profitability to the company. All through the year, the department has been offering training programs to develop employee's professional skill involving both technical skill and managing skill such as Teamwork and Proactive Working.

Moreover, HR prepares proper communication to help employees to understand the significant of change and with all the above 4 roles, HR strongly believes that we can assist employees to be flexible and effectively prepared for constant change in the future.



Connected Transaction

In the year 2015, company had connected transactions with related parties. However, company has taken special care to those transactions appropriately complying with Regulations from SET and Securities and Exchange Commission. Auditing Committee set company approval authorization, and also reviewed the approved connected transactions as regulated by SET and Securities and Exchange Commission. The details of the transactions were disclosed in the financial statements for the year ended December 31, 2015 and summary of the transaction is follows.

Related Company	Affiliation	Types of Transaction	Total Value in 2014 (Oct.-Dec.) (Baht)	Total Value in 2015 (Jan.-Dec.) (Baht)	Balance as of Dec. 31, 2015 (Baht)
Thoresen Thai Agencies Plc.	Holds the 99.99% stake in Athene Holdings Co., Ltd. Which holds 88.68% stake of the company	2015			
		• Rent Office		1,749,600	145,800
		• Network system maintenance		660,000	58,850
		• Seminar		18,929	-
		• Loan (Promissory Note)		225,000,000	575,000,000
		• Interest expenses		21,687,396	2,224,027
		2014			
		• Rent Office	437,400		
		• Network system maintenance	165,000		
		• Loan (Promissory Note)	-		
		• Interest expenses	4,058,082		

Remark : The Company's accounting period was changed from beginning on 1 October and ending on 30 September to beginning on 1 January and ending on 31 December.

Necessity and Rationale

Thoresen Group (Thoresen Thai Agencies Plc, Thoresen Service Center Limited.) has provided services to company including production, sales, marketing strategies, legal, Logistics (Inventory importation by vessels), ERP implementation, network system maintenance, and business planning. These will improve company's business and will maximize returns to company's shareholders, which are considered to be reasonable transactions.

The loan was the financial support from Thoresen Group. The loan was used as working capital of the business, repayment loans from banks and reduced the financial cost of the Company.

Management Discussion and Analysis



Since Unique Mining Services Public Company Limited ("the Company") changed fiscal year from the beginning on October 1 and the ending on September 30 to the beginning on January 1 and the ending on December 31. This resulted to the firstly changed fiscal period of the Company from October 1 to December 31, 2014. Then, the Company's financial statements for fiscal year 2015 had been prepared for the period January 1 to December 31, 2015. Therefore, the figures in financial statements from October 1 to December 31, 2014 cannot be compared. For mutual understanding, the figures in financial statements shall be compared in the same period by dividing into 2 fiscal periods, which are 3-month period October 1 to December 31, 2015 compared with October 1 to December 31, 2014; and 12-month period January 1 to December 31, 2015 compared with January 1 to December 31, 2014.

The coal industry during the year 2015, the Company's business strategy turned to coal import again focusing on selling of classified coal for high margin as well as sales volume of 0.5 mm coals decreased in inventory.

For fiscal period October 1 to December 31, 2015, the Company got net loss of Baht 273.67 million when compare with same period in the year 2014 at Baht 22.11 million. Operating performance for period January 1 to December 1, 2015 had shown net loss of Baht 371.23 million when compare with same period in the year 2014 at Baht 118.94 million as per following details:-

Income statement	Unaudited	Audited	
Baht millions	4Q14	4Q15	%YoY
Revenues	112.52	104.78	(6.88%)
Gross profit	32.40	(175.46)	(641.54%)
EBITDA	7.82	(248.60)	N/A
Net profit	(22.11)	(273.67)	N/A
Gross profit margin	28.79%	(167.46%)	(681.55%)
EBITDA margin	6.95%	(237.26%)	N/A
Net profit margin	(19.65%)	(261.19%)	N/A
*Net profit per share	-0.14	-1.78	N/A
Total assets	1,234.55	845.63	(31.50%)
Total liabilities	1,048.94	1,030.23	(1.78%)
Equity	185.61	(184.60)	(199.46%)

*153,454,064 Share

During period October 1 to December 31, 2015, the Company gained total revenue of Baht 104.78 million while the same period in the year 2014 total revenue of Baht 112.52 million or 6.88% decrease.

During period October 1 to December 31, 2015, the Company burdened total costs at 267.46% while the same period in the year 2014 at 71.21%. This was due to allowance for impairment of inventories in the year 2015 resulted from qualitative problems of inventories of Baht 198.21 million as well as reversal of allowance for declining in value of inventories of Baht 2.85 million. While reversal of allowance for declining in value of inventories of Baht 12.19 million was done by the Company in the year 2014 due to selling of inventories used to be reverted to allowance for declining in value.



Management Discussion and Analysis

During period October 1 to December 31, 2015, the Company burdened selling expenses at 7.70% of total revenue when compare with the same period in the year 2014 at 11.37% of total revenue due to decrease of transportation expenses resulting from increase of sales by self- consignee done by customers.

During period October 1 to December 31, 2015, the Company burdened administrative expenses of THB 76.70 million comprised of normal administrative expenses of Baht 16.09 million and recognition of loss from impairment in investment, buildings, machines, and partly under construction works totaling Baht 60.61 million the increased by 185.98% when compared with the same period in the year 2014 of Baht 26.82 million.

During period October 1 to December 31, 2015, the Company burdened interest expenses of Baht 13.06 million while the same period in the year 2014 of Baht 14.37 million or 9.12% decrease due to decrease of liabilities.

Income statement	Unaudited	Audited	
Baht millions	2014	2015	%YoY
Revenues	711.52	577.51	(18.83%)
Gross profit	195.36	(102.25)	(152.34%)
EBITDA	5.26	(259.34)	N/A
Net profit	(118.94)	(371.23)	(212.12%)
Gross profit margin	27.46%	(17.71%)	(45.16%)
EBITDA margin	0.74%	(44.91%)	(45.65%)
Net profit margin	(16.72%)	(64.28%)	(47.56%)
*Net profit per share	-0.78	-2.43	(165.41%)
Total assets	1,234.55	845.63	(31.50%)
Total liabilities	1,048.94	1,030.23	(1.78%)
Equity	185.61	(184.60)	(199.46%)

*153,454,064 Share

During period January 1 to December 31, 2015, the Company gained total revenue of Baht 577.51 million while the same period in the year 2014 of Baht 711.52 million or 18.83% decrease due to sales volume decrease from 339,203 tons in the year 2014 to 259,402 tons in the year 2015, especially 0.5 mm coals. Such decrease was caused by the Company's business strategy in the year 2015 turned to coal import again by focusing on selling classified coal for high margin as well as sales volume of 0.5 mm coal decrease in inventory. Nevertheless, the Company's limitation on finance remained while the Company's selling 0.5 mm coal in inventories had been a main focus in 2014.

Revenue in the period January 1 to December 31, 2015 was revenue from the sales of coal imported from abroad. The Company's main customers were the old customers, and majority of revenue came from the sale classified coal of 78.24%.

During period January 1 to December 31, 2015, the Company had gross profit at (17.71%) of total revenue compare to 27.46% of total revenue for the same period in the year 2014. The decrease due to total cost increased from UMS recognized loss of impairment of inventories caused by qualitative problems of inventories and net realizable value of the remaining coal in amount of Baht 161.91 million resulting in negative gross profit of Baht 102.25 million.

Management Discussion and Analysis



During period January 1 to December 31, 2015, the Company burdened selling expenses at 8.17% of total revenue when compared with the same period of the year 2014 at 14.51% of total revenue or 6.34% decreased resulted from decrease of transportation expenses due to increase of sales of self-consignee done by customers. As for administrative expenses, the Company had restructured organization to be more efficient as well as reduced unnecessary expenses resulting in a reduction of THB 100.36 million or 24.44% decrease from the year 2014. However, in 2015, the Company recognized impairment loss in investment, building, machine, and partly under construction work, lighter of subsidiaries at Baht 70.88 million, which was a result of administrative expenses-net total of Baht 171.24 million.

During period January 1 to December 31, 2015, the Company burdened interest expenses of Baht 55.38 million while the same period in the year 2014 of Baht 65.59 million or 15.57% decrease resulted from decrease of liabilities from financial institutions. Also, the Company received loan from related business with lower rate granted from financial institutions.

The Company got higher net loss of Baht 371 million during period January 1 to December 31, 2015 or net loss by 212.12% from the same period of the previous year 2014.

Return on Equity

For the period of 12 months and 3 months of audited financial statements, return on equity (ROE) during January-December 2015 and October-December 2014 was (201.11%) and (11.91%) respectively. ROE was lower than last year due to the Company's net loss and negative equity.

Financial Status

Assets

Total assets as of December 31, 2015 were Baht 845.63 million decreased from December 31, 2014 by 31.5%, which was result of decrease in inventories-net and fixed assets. The Company had allowance for impairment of inventories caused by qualitative problems of inventories and net realizable value of the remaining coal in amount of Baht 161.91 million was affect to the decreasing in inventories from Baht 275.97 million as of December 31, 2014 remaining to Baht 28.48 million as of December 31, 2015. Fixed assets as of December 31, 2015 was Baht 663.98 million the decreased from the Company and its subsidiaries recorded allowance for impairment of assets of Baht 70.88 million and normal depreciation.

Quality of assets

Trade and other receivables - net

Trade and other receivables-net as of December 31, 2015, was Baht 60.64 million. Trade and other receivables-net in 2015 decreased comparing to 2014 due to the decreasing of average monthly sales volume. In addition, days' accounts receivable declining steadily as of Year 2015 was 36 days. UMS and its subsidiaries have shorter account receivable turnover days as the company provided shorter credit term to some customers.

As of December 31, 2015, UMS and its subsidiaries recorded allowance for doubtful debts increased slightly by Bath 0.33 million due to the minimum increase in overdue receivables more than 6 months. However, company processes of credit monitoring and financial controlling, company still had to set allowance for doubtful debts and legal department had to negotiate, track and litigate for money back as showing on the following table as below :-

Detail of Trade	Amount (Baht)			
	September 30, 2013	September 30, 2014	December 31, 2014	December 31, 2015
Before Due	254,009,984	23,965,841	35,969,259	28,841,058
Within 6 Months	190,933,892	26,169,777	22,072,673	24,178,000
6 To 12 Months	8,197,528	6,452,546	4,628,310	1,962,690
Over 12 Months	3,179,619	5,872,747	9,017,111	12,200,779
Allowance For Doubtful Debts	(12,068,712)	(11,416,501)	(12,077,434)	(12,411,423)
Receivables - Net	444,252,311	51,044,410	59,609,919	54,771,104



Management Discussion and Analysis

Inventories - Net

As of December 31, 2015, UMS and its subsidiaries had inventories-net was Baht 28.48 million the decrease from Baht 275.97 million in 2014, which was from selling coal in stock. Also allowance for impairment of inventories caused by qualitative problems of inventories and net realizable value of the remaining coal in amount of Baht 161.91 million. Inventory turnover as of December 31, 2014 and December 31, 2015 were 302 days and 112 days respectively.

Liquidity

Cash flow from operating

As of December 31, 2015, UMS and its subsidiaries had net cash outflow from operating activities of Baht 72.83 million. This was a result of negative Baht 32 million of cash operation, the decrease in account payable of Baht 82 million and Baht 55.5 million of interest expense.

Cash flow from Investment

As of December 31, 2015, UMS and its subsidiaries had net cash inflow from investment of Baht 6.31 million, due mainly to disposal of unutilized truck, obsolete equipment and subsidiary's barge and spending on fixed assets of Baht 1.43 million.

Cash flow from financing

As of December 31, 2015, UMS and its subsidiaries had net cash inflow from financing of Baht 64.50 million, mainly from UMS received another Baht 225 million of short-term loan from its related company. The Company had net repayment of overdraft and short-term loan from banks Baht 98.18 million and Baht 62.32 million of long-term repayment loan.

Liquidity ratio

As of December 31, 2015, the Company and subsidiaries had liquidity ratio was 0.17 and quick ratio was 0.14. In fact, liquidity ratio in 2014 mainly changed due to the reclassification of long-term loans that could not maintain its financial covenants to current portion of long-term loans of the amount of 60.1 million baht. UMS had short-term loans from related company of Baht 575 million.

Company requires large amount of working capital for freight, fees, and imported coal for each shipment. In fact, to have sufficient liquidity to operate the business, company has L/C, T/R, P/N, and O/D appropriately for managing inventory and providing 30-45 days credit for customers.

Source of fund

Liability

The Company and subsidiaries had short term loan from financial institutions as of December 31, 2015 were Baht 156.73 million. Current liabilities comprised of various facilities including letter of credit, trust receipts and promissory notes.

Most of long term loans were recorded as current portion which was Baht 263.98 million in December 31, 2015.

Shareholder equity

The Company and subsidiaries had shareholder equity of Baht (184.59) million as of December 31, 2015, which the negative equity due to a net loss steadily over the past year.

Optimum capital structure

As of December 31, 2015, the Company and subsidiaries had debt to equity ratios at (5.58). The increase in debt to equity ratio was mainly due to the lesser decrease in total liabilities of 1.8%, while the negative equity was from a net loss. Total liabilities decreased at a rate less than the decrease in shareholders' equity.

Report of the Audit Committee



Dear Shareholders of Unique Mining Services Public Company Limited

The audit committee comprises of 3 independent directors who have experiences in business management financial organization management and law, namely Mr. Ekavaj Amornvivat, chairman of Audit Committee, Police Lieutenant General Kamrob Panyakaew and Mr. Suchart Thammapitakkul.

In accordance with the duties and responsibilities assigned by the Board of Directors, the Audit Committee held 8 (eight) meetings during the fiscal year ended on December 31, 2015. The Audit Committee, meet with various managements, auditors and internal auditors to consider and review the following matters;

- Audit Committee has reviewed the financial statement quarterly and annually before presenting to the Board of Directors to ensure that the statements are accurate, complete and comply with rules and regulations, with sufficient disclosure and transparency. There were meeting sessions between audit committee and the audit team without the presence of management team. The Audit Committee also provided recommendations and suggestions for the improvement of company operation to the Board for the benefit of the company.
- Considering and approving the internal audit's plan for the year 2015. The plan is conducted and prioritized by risk base management concept and emphasized on effective and efficient compliance. The internal audit system has been developed and planned continuously to sustain good internal control system, and to make sure that the company has implemented appropriate risk management system.
- Internal audit department perform controlling, monitoring the internal operation of company. The Audit Committee has followed and review the performance of internal audit team in order to work independently with more efficiency.
- Proposing principles of good corporate governance and reviewing the company's compliance with the laws and regulations of Securities Exchange and Commission, The Stock Exchange of Thailand and the laws relating to the company's business.
- Audit committee has studied, reviewed and approved connected transactions to make sure that these transactions are reasonable, transparency, and bring in benefit to all stakeholders. The decision were made by only independent directors and the transaction has been disclosed and complied with SET rules and regulations.
- Reviewing the performance and independence of the Auditors and nominating Ms. Siripen Sukcharoenyingyong CPA No. 3636, Mr. Charoen Phosamritlert CPA No. 40 68 Mr. Veerachai Ratanajaratkul CPA No. 43 2 3 and Ms. Pornthip Rimdusit CPA No. 5565 of KPMG Phoomchai Business Advisory Ltd to be auditor of the Company for the fiscal year 2016, as well as proposed their annual remuneration. This appointment will be submitted to the Board of Directors and to get the approval from shareholders' meeting.

(Ekavaj Amornvivat)
Chairman of the Audit Committee

**Unique Mining Services Public Company Limited
and its Subsidiaries**

Financial statements for the year ended
31 December 2015
and
Independent Auditor's Report

Independent Auditor's Report

To the Shareholders of Unique Mining Services Public Company Limited

I have audited the accompanying consolidated and separate statements of financial position of Unique Mining Services Public Company Limited and its subsidiaries (the "Group"), and of Unique Mining Services Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2015, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Consolidated and Separate Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated and separate financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these consolidated and separate financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated and separate financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.



Opinion

In my opinion, the consolidated and separate financial statements referred to above present fairly, in all material respects, the financial position as at 31 December 2015 and the financial performance and cash flows for the year then ended of the Group and the Company, respectively, in accordance with Thai Financial Reporting Standards.

Emphasis of matter

Without qualifying my opinion, I draw attention to Note 2 to the accompanying financial statements which describes that the Group and the Company incurred a net loss during the year ended 31 December 2015 of Baht 371.2 million and Baht 385.1 million, respectively and, as of that date, the Group's and the Company's current liabilities exceeded current assets by Baht 850.6 million and Baht 899.9 million. The Group and the Company has implemented policies and procedures in an attempt to manage its liquidity risk and other circumstances including breach of certain loan covenants. Such circumstances may give rise to material uncertainty on the sustainability of the Group's and the Company's funding structures.

Other matter

I draw attention to the following; the Group changed its financial year end from 30 September to 31 December. Consequently, the corresponding information presented for the three-month period ended 31 December 2014 is not comparable with the twelve-month period ended 31 December 2015. Supplementary information which consists of an unaudited consolidated statement of comprehensive income for the twelve-month period ended 31 December 2014 is presented in note 30. I have not audited the supplementary information and do not express any opinion on that information.



(Siripen Sukcharoenyingyong)
Certified Public Accountant
Registration No. 3636

KPMG Phoomchai Audit Ltd.
Bangkok
26 February 2016

**Unique Mining Services Public Company Limited
and its Subsidiaries**

Statements of financial position

Assets	<i>Note</i>	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2015	2014	2015	2014
<i>(in Baht)</i>					
<i>Current assets</i>					
Cash and cash equivalents	6	88,039,759	90,052,199	52,241,985	68,834,175
Trade and other accounts receivable	7	60,637,628	66,835,314	47,408,399	60,442,240
Other receivable from related parties	5	-	-	378,045	610,639
Inventories	8	28,482,472	275,974,185	28,343,903	281,556,813
Other current assets		396,889	1,001,980	295,076	992,130
Total current assets		177,556,748	433,863,678	128,667,408	412,435,997
<i>Non-current assets</i>					
Investment in subsidiaries	9	-	-	134,179,795	137,706,803
Property, plant and equipment	10	663,979,220	791,268,325	542,942,282	650,760,693
Intangible assets	11	3,959,149	5,209,305	3,956,918	5,174,533
Other non-current assets		134,500	4,209,100	129,100	4,209,100
Total non-current assets		668,072,869	800,686,730	681,208,095	797,851,129
Total assets		845,629,617	1,234,550,408	809,875,503	1,210,287,126

The accompanying notes are an integral part of these financial statements.

**Unique Mining Services Public Company Limited
and its Subsidiaries**

Statements of financial position

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2015	2014	2015	2014
(in Baht)					
Current liabilities					
Short-term loans from financial institutions	13	156,725,160	253,950,000	156,725,160	253,950,000
Trade and other accounts payable	14	21,127,644	103,674,295	18,908,400	101,721,115
Other payable to related parties	5	2,428,677	1,866,297	3,283,686	1,916,351
Short-term loans from related parties	5, 13	575,000,000	350,000,000	579,400,000	356,700,000
Current portion of long-term loans from financial institutions	13	263,979,842	326,301,383	263,979,842	319,915,074
Current portion of finance lease liabilities	13	582,561	952,150	582,561	952,150
Accrued expenses		6,547,294	7,391,108	4,354,947	6,943,503
Other current liabilities	5	1,756,390	859,923	1,305,768	727,600
Total current liabilities		1,028,147,568	1,044,995,156	1,028,540,364	1,042,825,793
Non-current liabilities					
Finance lease liabilities	13	-	582,561	-	582,561
Employee benefit obligations	15	2,076,356	3,364,722	1,614,911	2,922,992
Total non-current liabilities		2,076,356	3,947,283	1,614,911	3,505,553
Total liabilities		1,030,223,924	1,048,942,439	1,030,155,275	1,046,331,346
Equity					
Share capital					
Authorised share capital	16	76,727,032	76,727,032	76,727,032	76,727,032
Issued and paid-up share capital	16	76,727,032	76,727,032	76,727,032	76,727,032
Additional paid in capital:					
Premium on ordinary shares	16	241,390,751	241,390,751	241,390,751	241,390,751
Retained earnings (deficit)					
Appropriated to legal reserve	17	10,500,000	10,500,000	10,500,000	10,500,000
Unappropriated (deficit)		(513,212,090)	(143,009,814)	(548,897,555)	(164,662,003)
Equity attributable to owners of the Company		(184,594,307)	185,607,969	(220,279,772)	163,955,780
Non-controlling interests		-	-	-	-
Total equity/ (capital deficiency)		(184,594,307)	185,607,969	(220,279,772)	163,955,780
Total liabilities and equity		845,629,617	1,234,550,408	809,875,503	1,210,287,126

The accompanying notes are an integral part of these financial statements.

**Unique Mining Services Public Company Limited
and its Subsidiaries**

Statements of comprehensive income

	<i>Note</i>	Consolidated financial statements		Separate financial statements	
		For the year	For the period	For the year	For the period
		ended	from 1 October	ended	from 1 October
		31 December	December	31 December	December
		2015	2014	2015	2014
<i>(in Baht)</i>					
Revenues					
Revenue from sale of goods		532,026,964	104,101,129	532,026,964	104,075,129
Service income	23	45,482,603	8,422,994	6,114,716	-
Total revenues		577,509,567	112,524,123	538,141,680	104,075,129
Costs					
Cost of sale of goods	5, 21	494,113,606	89,001,404	502,808,377	88,303,688
Cost of services	21	23,742,589	3,309,151	3,164,972	-
Loss from (reversal of) declining in value of inventories and inventory deterioration	8, 21	161,906,570	(12,190,653)	161,906,570	(12,190,653)
Total costs		679,762,765	80,119,902	667,879,919	76,113,035
Gross profit (loss)		(102,253,198)	32,404,221	(129,738,239)	27,962,094
Other income	5, 19	7,697,985	530,240	7,880,848	760,721
Profit (loss) before expenses		(94,555,213)	32,934,461	(121,857,391)	28,722,815
Selling expenses	21	47,382,017	12,788,455	47,382,017	13,050,648
Administrative expenses	21	103,015,181	27,883,023	103,374,449	25,900,727
Impairment losses on property, plant and equipment	10	70,880,579	-	57,026,916	-
Total expenses		221,277,777	40,671,478	207,783,382	38,951,375
Loss before finance costs and income tax expense		(315,832,990)	(7,737,017)	(329,640,773)	(10,228,560)
Finance costs	5	55,376,288	14,368,299	55,508,412	14,329,627
Loss before income tax expense		(371,209,278)	(22,105,316)	(385,149,185)	(24,558,187)
Income tax expense	22	24,072	-	-	-
Loss for the year / period		(371,233,350)	(22,105,316)	(385,149,185)	(24,558,187)
Other comprehensive income					
Items that will never be reclassified to profit or loss					
Defined benefit plan actuarial gains - net of tax		1,031,074	-	913,633	-
Total comprehensive loss for the year / period		(370,202,276)	(22,105,316)	(384,235,552)	(24,558,187)
Loss attributable to:					
Owners of the Company		(371,233,350)	(22,105,316)	(385,149,185)	(24,558,187)
Non-controlling interests		-	-	-	-
Loss for the year / period		(371,233,350)	(22,105,316)	(385,149,185)	(24,558,187)
Total comprehensive income attributable to:					
Owners of the Company		(370,202,276)	(22,105,316)	(384,235,552)	(24,558,187)
Non-controlling interests		-	-	-	-
Total comprehensive loss for the year / period		(370,202,276)	(22,105,316)	(384,235,552)	(24,558,187)
Basic loss per share (in Baht)	24	(2.42)	(0.14)	(2.51)	(0.16)

The accompanying notes are an integral part of these financial statements.

Unique Mining Services Public Company Limited and its Subsidiaries

Statements of changes in equity

Consolidated financial statements						
	Issued and paid-up share capital	Additional paid-in capital	Retained earnings (deficit)	Equity attributable to owners of the Company/ (capital deficiency)	Non- controlling interests	Total equity/ (capital deficiency)
		Premium on ordinary shares	Appropriated to legal reserve	Unappropriated (deficit) <i>(in Baht)</i>		
For the period from 1 October 2014 to 31 December 2014						
Balance at 1 October 2014	76,727,032	241,390,751	10,500,000	(120,904,498)	-	207,713,285
Comprehensive income for the period						
Loss	-	-	-	(22,105,316)	-	(22,105,316)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	(22,105,316)	-	(22,105,316)
Balance at 31 December 2014	76,727,032	241,390,751	10,500,000	(143,009,814)	-	185,607,969
Year ended 31 December 2015						
Balance at 1 January 2015	76,727,032	241,390,751	10,500,000	(143,009,814)	-	185,607,969
Comprehensive income for the year						
Loss	-	-	-	(371,233,350)	-	(371,233,350)
Other comprehensive income	-	-	-	1,031,074	-	1,031,074.00
Total comprehensive loss for the year	-	-	-	(370,202,276)	-	(370,202,276)
Balance at 31 December 2015	76,727,032	241,390,751	10,500,000	(513,212,090)	-	(184,594,307)

The accompanying notes are an integral part of these financial statements.

Unique Mining Services Public Company Limited
and its Subsidiaries
Statements of changes in equity

Separate financial statements

	Issued and paid-up share capital	Additional paid-in capital	Premium on ordinary shares	Appropriated to legal reserve (in Baht)	Retained earnings (deficit)	Unappropriated (deficit)	Equity attributable to owners of the Company/ (capital deficiency)
For the period from 1 October 2014 to 31 December 2014							
Balance at 1 October 2014	76,727,032		241,390,751	10,500,000	(140,103,816)		188,513,967
Comprehensive income for the period							
Loss	-	-	-	-	(24,558,187)		(24,558,187)
Other comprehensive income	-	-	-	-	-		-
Total comprehensive loss for the period	-	-	-	-	(24,558,187)		(24,558,187)
Balance at 31 December 2014	76,727,032	241,390,751		10,500,000	(164,662,003)		163,955,780
Year ended 31 December 2015							
Balance at 1 January 2015	76,727,032		241,390,751	10,500,000	(164,662,003)		163,955,780
Comprehensive income for the year							
Loss	-	-	-	-	(385,149,185)		(385,149,185)
Other comprehensive income	-	-	-	-	913,633		913,633
Total comprehensive loss for the year	-	-	-	-	(384,235,552)		(384,235,552)
Balance at 31 December 2015	76,727,032	241,390,751		10,500,000	(548,897,555)		(220,279,772)

The accompanying notes are an integral part of these financial statements.

**Unique Mining Services Public Company Limited
and its Subsidiaries**

Statements of cash flows

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
	<i>(in Baht)</i>			
<i>Cash flows from operating activities</i>				
Loss for the year / period	(371,233,350)	(22,105,316)	(385,149,185)	(24,558,187)
<i>Adjustments for</i>				
Depreciation	53,605,705	14,495,022	48,888,930	12,977,534
Amortisation of intangible assets	1,250,156	315,210	1,217,615	306,995
Impairment losses on property, plant and equipment	70,880,579	-	57,026,916	-
Impairment losses on investments in subsidiary	-	-	3,527,008	-
Interest income	(278,753)	(171,553)	(167,284)	(128,611)
Finance costs	55,376,288	14,368,299	55,508,412	14,329,627
Unrealised loss on exchange	-	1,061,671	-	1,061,671
Allowance (reversal of) for doubtful accounts	333,989	660,933	(378,074)	603,723
Allowance (reversal of) for declining in value of inventories and inventory deterioration	161,906,570	(12,190,653)	161,906,570	(12,190,653)
Loss (gain) on disposal of property, plant and equipment	(4,340,888)	541,121	(3,833,445)	-
Employee benefit obligations	477	334,880	(166,040)	307,529
Income tax expense	24,072	-	-	-
	<u>(32,475,155)</u>	<u>(2,690,386)</u>	<u>(61,618,577)</u>	<u>(7,290,372)</u>
<i>Changes in operating assets and liabilities</i>				
Trade and other accounts receivable	5,643,494	(6,900,022)	13,672,568	(5,014,673)
Other receivable from related parties	-	-	232,594	(148,038)
Inventories	85,585,143	44,183,809	91,306,340	43,467,392
Other current assets	605,091	119,588	697,054	118,494
Other non-current assets	4,074,600	14,605	4,080,000	14,605
Trade and other accounts payable	(81,999,253)	29,120,205	(82,827,123)	28,700,747
Other payable to related parties	562,380	232,209	1,367,335	(492,894)
Accrued expenses	(722,624)	(2,083,176)	(2,482,457)	(1,245,681)
Other current liabilities	896,467	49,600	578,168	(257,473)
Cash generated from (used in) operating activities	(17,829,857)	62,046,432	(34,994,098)	57,852,107
Interest received	278,753	171,553	167,284	128,611
Interest paid	(55,497,478)	(14,365,604)	(55,614,511)	(14,320,872)
Income tax received (paid)	220,203	(5,061)	(260,653)	(1,710)
Net cash from (used in) operating activities	<u>(72,828,379)</u>	<u>47,847,320</u>	<u>(90,701,978)</u>	<u>43,658,136</u>

The accompanying notes are an integral part of these financial statements.

**Unique Mining Services Public Company Limited
and its Subsidiaries**
Statements of cash flows

	Consolidated		Separate	
	financial statements		financial statements	
		For the period		For the period
	For the year	from 1 October	For the year	from 1 October
	ended	2014 to 31	ended	2014 to 31
	31 December	December	31 December	December
	2015	2014	2015	2014
	<i>(in Baht)</i>			
<i>Cash flows from investing activities</i>				
Purchase of property, plant and equipment	(1,425,156)	(465,161)	(697,616)	(214,000)
Sale of property, plant and equipment	7,739,626	-	6,219,626	-
Net cash from (used in) investing activities	6,314,470	(465,161)	5,522,010	(214,000)
<i>Cash flows from financing activities</i>				
Finance lease payments	(952,150)	(229,212)	(952,150)	(229,212)
Decrease in short-term loans from financial institutions	(97,224,840)	(30,093,664)	(97,224,840)	(30,093,664)
Proceeds from short-term loans from related party	225,000,000	-	225,000,000	-
Repayment of short-term loans from related party	-	-	(2,300,000)	-
Proceeds from long-term loans from financial institutions	120,000,000	-	120,000,000	-
Repayment of long-term loans from financial institutions	(182,321,541)	(38,978,180)	(175,935,232)	(35,978,180)
Net cash from (used in) financing activities	64,501,469	(69,301,056)	68,587,778	(66,301,056)
Net decrease in cash and cash equivalents	(2,012,440)	(21,918,897)	(16,592,190)	(22,856,920)
Cash and cash equivalents at 1 January/1 October	90,052,199	111,971,096	68,834,175	91,691,095
Cash and cash equivalents at 31 December	88,039,759	90,052,199	52,241,985	68,834,175
<i>Non-cash transactions</i>				
Unpaid liabilities from purchase of property, plant and equipment	-	829,239	-	214,000

The accompanying notes are an integral part of these financial statements.

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

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Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

These notes form an integral part of the interim financial statements.

The financial statements issued for Thai regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 26 February 2016.

1 General information

Unique Mining Services Public Company Limited, the “Company”, is incorporated in Thailand and has its registered office at the following addresses:

Head Office : 26/54-55 Orakarn Building, 15th Floor, Soi Chidlom, Ploenchit Road, Lumpinee, Pathumwan, Bangkok 10330.

Branch : 88/8-9 Moo 5, Tambol Suansom, Amphur Baanpaew, Samutsakorn 74120.

Branch : 108 Moo 2, Tambol Klong Sa-kae, Amphur Nakornluang, Ayudhaya 13260.

The Company was listed on the Market for Alternative Investment (MAI) in July 2004.

The ultimate parent company during the financial period was Thoresen Thai Agencies Public Company Limited, which was incorporated in Thailand.

The principal businesses of the Company are the importation of coal for selling for domestic industrial. The principal businesses of the Group are import of coal for selling for domestic industrial, transportation by barge conveyance, and port services.

Details of the Company’s subsidiaries as at 31 December 2015 and 31 December 2014 are given in note 9.

2 Current operations

The Group and the Company incurred a net loss for the year ended 31 December 2015 of Baht 371.2 million and Baht 385.1 million, respectively (*For the period from 1 October 2014 to 31 December 2014: Net loss of Baht 22.1 million and Baht 24.6 million, respectively*) and as of that date, the Group’s and the Company’s current liabilities exceeded current assets by Baht 850.6 million and Baht 899.9 million, respectively (*As at 31 December 2014: Baht 611.1 million and Baht 630.4 million, respectively*). Moreover, the Group and the Company had breached certain loan covenants according to the requirements in loan agreements with financial institutions (see note 13).

During the year ended 31 December 2015, the Company receive the financial assistance from Thoresen Thai Agencies Public Company Limited, the ultimate parent company, for an additional credit facility amounting to Baht 470.0 million to be used in the Company’s working capital. The facility is in form of promissory notes which are payable upon the lender’s request. As at 31 December 2015, the Company received financial assistance from the ultimate parent as the loan facilities in total amount of Baht 820.0 million. (*As of the financial statements approved date, the Company has undrawn facilities amounting to Baht 180.0 million*).

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

Currently, the Group and the Company have implemented policies and procedures in an attempt to manage its liquidity risk and other circumstances including breach of certain loan covenants. The Group and the Company plan to address the liquidity problem by increasing sales volume, changing suppliers, reduce and reorganization for employee structure, negotiating discounted purchasing price, negotiating with financial institutions for additional credit facilities and increasing Company's share capital (see note 27).

The financial statements have been prepared on a going concern basis, which assumes that the Group and the Company will realise its assets and discharge its liabilities in the normal course of business. Therefore, the financial statements have not included any adjustment of the value of assets to realisable value, or of liabilities to the amounts eventually due, and reclassification of accounts, which may be necessary if the Group and the Company is not able to continue as a going concern.

3 Basis of preparation of the financial statements

(a) Statement of compliance

The financial statements are prepared in accordance with Thai Financial Reporting Standards (TFRS); guidelines promulgated by the Federation of Accounting Professions ("FAP"); and applicable rules and regulations of the Thai Securities and Exchange Commission.

The FAP has issued the new and revised TFRS relevant to the Group's operations and effective for annual accounting periods beginning on or after 1 January 2015. The initial application of these new and revised TFRS has resulted in changes in certain of the Group's accounting policies. These changes have no material effect on the financial statements.

In addition to the above new and revised TFRS, the FAP has issued a number of other new and revised TFRS which are effective for annual financial periods beginning on or after 1 January 2016 and have not been adopted in the preparation of these financial statements. Those new and revised TFRS that are relevant to the Group's operations are disclosed in note 28.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except as stated in the accounting policies.

(c) Functional and presentation currency

The financial statements are prepared and presented in Thai Baht, which is the Company's functional currency. All financial information presented in Thai Baht has been rounded in the notes to the financial statements to be presented in Baht unless otherwise stated.

(d) Judgments and estimates

The preparation of interim financial statements in conformity with TFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which estimates are revised and in any future periods affected.

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

Information about significant areas of estimation uncertainties that have a significant risk of resulting in a material adjustments to the amounts recognised in the financial statements is included in the following notes:

Note 8	Allowance for net realizable value of inventories
Note 10	Impairment of assets
Note 12	Utilisation of tax losses
Note 15	Measurement of defined benefit obligations

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the CFO.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of TFRS, including the level in the fair value hierarchy in which such valuations should be classified.

Significant valuation issues are reported to the Group Audit Committee.

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 25 – financial instruments.

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

(e) Change in accounting period

The Company's accounting period was changed from beginning on 1 October and ending on 30 September to beginning on 1 January and ending on 31 December. The Company's first accounting period following the change commenced on 1 October 2014 to 31 December 2014. Consequently, the Company's financial statements for the year ended 31 December 2015 have been prepared from 1 January 2015 to 31 December 2015. As such, the corresponding figures in the statement of comprehensive income, changes in equity and cash flows for the period from 1 October 2014 to 31 December 2014 are not comparable.

4 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the "Group").

Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealized income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

(b) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to the functional currency at the exchange rates at the dates of the transactions.

Foreign currency differences are generally recognized in profit or loss.

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

(c) *Hedge of future foreign currency transactions*

The Group has a policy to mitigate the foreign exchange risk by entering into forward exchange contracts covering foreign currency monetary transactions. In this regard, all monetary transactions are translated to the functional currency of the Company and subsidiaries at the rates prevailing at the reporting date, adjusted by net receivables/payables arising from the related forward exchange contracts and the remaining deferred forward premium/discount. The related forward premium/discount is recorded as income/expense over the forward contract term. The amortised forward premium/discount and gains or losses on the forward exchange contracts covering foreign currency monetary transactions are offset against the related exchange gains or losses on the foreign currency monetary transactions being hedged.

For hedges of anticipated future transactions, the Group recognises gains and losses on forward exchange contracts and the related forward premium/discount as deferred transaction until the transactions are completed then recognises gains or losses in profit or loss.

(d) *Cash and cash equivalents*

Cash and cash equivalents in the statements of cash flows comprise cash balances, call deposits and highly liquid short-term investments. Bank overdrafts that are repayable on demand are a component of statement of cash flows.

(e) *Trade and other accounts receivable*

Trade and other accounts receivable are stated at their invoice value less allowance for doubtful accounts.

The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

(f) *Inventories*

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost principle, and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

(g) *Investments*

Investments in subsidiaries

Investments in subsidiaries and joint ventures in the separate financial statements of the Company are accounted for using the cost method.

**Unique Mining Services Public Company Limited
and its Subsidiaries**
Notes to the financial statements

Disposal of investments

On disposal of an investment, the difference between net disposal proceeds and the carrying amount together with the associated cumulative gain or loss that was reported in equity is recognised in profit or loss.

If the Group disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

(h) Property, plant and equipment

Recognition and measurement

Owned assets

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and capitalised borrowing costs. Cost also may include transfers from other comprehensive income of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income in profit or loss.

Leased assets

Leases in terms of which the Group substantially assumes all the risk and rewards of ownership are classified as finance leases. Property, plant and equipment acquired by way of finance leases is capitalised at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the profit or loss.

Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

Depreciation

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. The estimated useful lives are as follows:

Land improvements	3 - 20	years
Buildings	3 - 20	years
Vehicles	5	years
Lighters	15 - 29	years
Machinery	1 - 10	years
Office equipment	5	years

No depreciation is provided on freehold land or assets under construction.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(i) Intangible assets

Intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation

Amortisation is based on the cost of the asset, or other amount substituted for cost, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use. The estimated useful lives for the current and comparative periods for computer software are 3 – 10 years.

(j) Impairment

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognised if the carrying amount of an asset exceeds its recoverable amount. The impairment loss is recognised in profit or loss.

Calculation of recoverable amount

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

Reversals of impairment

Impairment losses recognised in prior periods in respect of other non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(k) Interest-bearing liabilities

Interest-bearing liabilities are recognised initially at fair value less attributable transaction charges. Subsequent to initial recognition, interest-bearing liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in profit or loss over the period of the borrowings on an effective interest basis.

(l) Trade and other accounts payable

Trade and other accounts payable are stated at cost.

(m) Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which services are rendered by employees.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognized in OCI. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognizes costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognized in profit or loss in the period in which they arise.

(n) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

(o) Revenue

Revenue excludes value added taxes and is arrived at after deduction of trade discounts and volume rebates.

Sale of goods and services rendered

Revenue is recognised in profit or loss when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due, associated costs or the probable return of goods. Service income is recognised as services are provided.

Rental income

Rental income is recognised in the statement of income on a straight-line basis over the term of the lease. Contingent rentals are recognised as income in the accounting period in which they are earned.

Dividend income

Dividend income is recognised in profit or loss on the date the Group's right to receive payments is established.

Interest and other income

Interest and other income are recognised in profit or loss as they accrue.

(p) Finance costs

Finance costs comprise interest expense on borrowings that are recognised in profit or loss. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

(q) Lease payments

Payments made under operating leases are recognised in profit or loss on a straight line basis over the term of the lease.

Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

(r) Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except to the extent that they relate to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and joint ventures to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

(s) *Earnings per share*

The Group presents basic earnings per share (BPS) data for its ordinary shares. Basic BPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

(t) *Segment reporting*

Segment results that are reported to the Group's managing director (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

5 Related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Relationships with subsidiaries are described in note 9. Relationship with key management and other related parties were as follows:

Name of entities	Country of incorporation	Nature of relationships
Thoresen Thai Agencies Public Company Limited	Thailand	Ultimate parent
Athene Holdings Ltd.	Thailand	Parent, 88.68% shareholding
Key management personnel		Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Group.

The pricing policies for particular types of transactions are explained further below:

Transactions	Pricing policies
Service income	At mutually agreed rate normally charged to a third party
Interest income	At contractually agreed rates
Cost of services and service expenses	At mutually agreed rate normally charged by a third party
Interest expenses	At contractually agreed rates
Management benefit expenses	Amount approved by the directors and/or the shareholders

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

Significant transactions for the year ended 31 December 2015 and for the period from 1 October 2014 to 31 December 2014 with related parties were as follows:

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
	<i>(in Baht)</i>			
Ultimate parent				
Service expenses (included in administrative expenses)	2,428,529	602,400	2,428,529	602,400
Interest expenses	21,687,396	4,058,082	21,687,396	4,058,082
Subsidiaries				
Service income	-	-	2,610,585	421,512
Service expenses (included in cost of sale of goods)	-	-	2,368,512	21,451
Interest expenses	-	-	229,004	75,490
Key management personnel				
Key management personnel compensation				
Short-term benefit	11,684,177	2,577,121	11,684,177	2,577,121
Post-employment benefits	507,576	168,939	507,576	168,939
Total key management personnel compensation	12,191,753	2,746,060	12,191,753	2,746,060

Balances as at 31 December with related parties were as follows:

Other receivable from related parties

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in Baht)</i>			
Subsidiaries	-	-	378,045	610,639

Other payable to related parties

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in Baht)</i>			
Ultimate parent	2,428,677	1,866,297	2,428,677	1,866,297
Subsidiaries	-	-	855,009	50,054
Total	2,428,677	1,866,297	3,283,686	1,916,351

Unique Mining Services Public Company Limited and its Subsidiaries

Notes to the financial statements

Other current liabilities

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	(in Baht)			
Subsidiaries	-	-	-	158,920

Short-term loans from related parties

	Interest rate		Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014	2015	2014
	(% per annum)		(in Baht)			
Ultimate parent	4.60 – 4.70	4.60	575,000,000	350,000,000	575,000,000	350,000,000
Subsidiaries	4.00 – 4.50	4.00 – 4.50	-	-	4,400,000	6,700,000
Total			575,000,000	350,000,000	579,400,000	356,700,000

Movements during the year ended 31 December 2015 and the period from 1 October 2014 to 31 December 2014 of short-term loans from related parties were as follows:

Short-term loans from related parties

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
	(in Baht)			
Ultimate parent				
At 1 January and 1 October	350,000,000	350,000,000	350,000,000	350,000,000
Increase	225,000,000	-	225,000,000	-
At 31 December	575,000,000	350,000,000	575,000,000	350,000,000
Subsidiaries				
At 1 January and 1 October	-	-	6,700,000	6,700,000
Decrease	-	-	(2,300,000)	-
At 31 December	-	-	4,400,000	6,700,000

6 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	(in Baht)			
Cash on hand	339,323	145,252	137,098	103,198
Cash at banks – current and savings accounts	87,700,436	89,906,947	52,104,887	68,730,977
Total	88,039,759	90,052,199	52,241,985	68,834,175

Unique Mining Services Public Company Limited

and its Subsidiaries

Notes to the financial statements

7 Trade and other accounts receivable

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in Baht)</i>			
Trade accounts receivable	67,182,527	71,687,353	54,348,153	65,102,452
Prepayments	3,749,297	2,996,541	3,096,767	2,837,951
Accrued income	1,456,168	63,321	96,021	63,321
Withholding taxes	355,569	687,166	260,652	36,313
Other receivables	305,490	3,478,367	304,875	3,478,346
	<u>73,049,051</u>	<u>78,912,748</u>	<u>58,106,468</u>	<u>71,518,383</u>
Less allowance for doubtful accounts				
- Trade accounts receivable	(12,411,423)	(12,077,434)	(10,698,069)	(11,076,143)
Net	<u>60,637,628</u>	<u>66,835,314</u>	<u>47,408,399</u>	<u>60,442,240</u>

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
	<i>(in Baht)</i>			
Bad and doubtful debts expense (reversal of) for the year / period	<u>333,989</u>	<u>660,933</u>	<u>(378,074)</u>	<u>603,723</u>

Aging analyses for trade accounts receivable were as follows:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in Baht)</i>			
Within credit terms	28,841,058	35,969,259	26,826,763	33,234,988
Overdue:				
Less than 3 months	21,295,416	22,072,673	16,945,868	19,909,345
3-6 months	2,882,584	-	148,768	-
6-12 months	1,962,690	4,628,310	-	3,062,717
Over 12 months	12,200,779	9,017,111	10,426,754	8,895,402
	<u>67,182,527</u>	<u>71,687,353</u>	<u>54,348,153</u>	<u>65,102,452</u>
Less allowance for doubtful accounts	(12,411,423)	(12,077,434)	(10,698,069)	(11,076,143)
Net	<u>54,771,104</u>	<u>59,609,919</u>	<u>43,650,084</u>	<u>54,026,309</u>

The normal credit terms granted by the Group ranges from 30 - 90 days.

Trade accounts receivable of the Group and the Company as at 31 December 2015 and 2014 were denominated entirely in Thai Baht.

Unique Mining Services Public Company Limited

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8 Inventories

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in Baht)</i>			
Inventories	363,297,317	448,641,185	363,343,856	454,473,162
Spare parts and supplies	<u>6,453,469</u>	<u>6,694,744</u>	<u>6,268,361</u>	<u>6,445,395</u>
Total	369,750,786	455,335,929	369,612,217	460,918,557
<i>Less allowance for declining in value of inventory and inventory deterioration</i>	<u>(341,368,314)</u>	<u>(179,361,744)</u>	<u>(341,268,314)</u>	<u>(179,361,744)</u>
Net	<u>28,482,472</u>	<u>275,974,185</u>	<u>28,343,903</u>	<u>281,556,813</u>

In December 2015, the Company has engaged an independent coal inspection specialist to perform the quality checking for coal inventory sited on floor and underground of the storage area. According to the specialist report, the coal became contaminated with all soil and rock causing deterioration of its quality, including its calorific value and ash content. The management of the Company has considered that this coal may not be saleable in the market and recognised the loss from inventory deterioration. The Company recognised loss from deteriorating coal and net realisable value of the remaining coal in amount of Baht 161.9 million in the 2015 financial statements.

Unique Mining Services Public Company Limited and its Subsidiaries Notes to the financial statements

9 Investment in subsidiaries

Investment in subsidiaries as at 31 December 2015 and 2014, and dividend income for the year ended on 31 December 2015 and for the period from 1 October 2014 to 31 December 2014 were as follows:

Separate financial statements												
Type of business	Ownership interest		Paid-up capital		Cost		Impairment		Cost – net of impairment		Dividend income	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
(in Baht)												
Direct subsidiaries	UMS Distribution Co., Ltd.	99.99	99.99	5,000,000	5,000,000	5,000,000	(3,527,008)	-	1,472,992	5,000,000	-	-
				110,000,000	110,000,000	110,000,000	-	-	110,000,000	110,000,000	-	-
	UMS Lighter Co., Ltd.	99.99	99.99	18,000,000	18,000,000	18,000,000	-	-	18,000,000	-	-	
				110,000,000	110,000,000	110,000,000	-	-	110,000,000	110,000,000	-	-
UMS Port Services Co., Ltd.	99.99	99.99	18,000,000	18,000,000	18,000,000	-	-	-	18,000,000	18,000,000	-	-
UMS Pellet Energy Co., Ltd.	99.99	99.99	18,000,000	18,000,000	18,000,000	-	-	-	18,000,000	18,000,000	-	-
Total		99.99	99.99	18,000,000	18,000,000	18,000,000	(13,293,197)	(13,293,197)	4,706,803	4,706,803	-	-
				151,000,000	151,000,000	151,000,000	(16,820,205)	(13,293,197)	134,179,795	137,706,803	-	-

Unique Mining Services Public Company Limited
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Notes to the financial statements

10 Property, plant and equipment

Consolidated financial statements

	Land	Land improvement	Buildings	Vehicle and lighter	Machinery	Office equipment	Construction in progress	Total
				<i>(in Baht)</i>				
Cost								
At 1 October 2014	298,950,924	42,759,884	301,771,725	225,792,949	259,196,215	99,939,405	17,161,357	1,245,572,459
Additions	-	-	-	1,056,400	-	24,000	-	1,080,400
Transfers	-	-	-	-	9,555,750	178,500	(9,734,250)	-
Disposals	-	-	-	(774,947)	-	-	-	(774,947)
At 31 December 2014 and 1 January 2015	298,950,924	42,759,884	301,771,725	226,074,402	268,751,965	100,141,905	7,427,107	1,245,877,912
Additions	-	-	-	62,488	-	533,429	-	595,917
Transfers	-	(653,296)	-	-	-	757,003	(103,707)	-
Disposals	-	(73,565)	(3,705,960)	(25,793,744)	(950,505)	(2,613,256)	(137,500)	(33,274,530)
At 31 December 2015	298,950,924	42,033,023	298,065,765	200,343,146	267,801,460	98,819,081	7,185,900	1,213,199,299
Depreciation and impairment losses								
At 1 October 2014	-	22,000,623	89,322,172	92,056,013	144,724,668	85,839,377	6,405,538	440,348,391
Depreciation charge for the period	-	1,289,334	4,059,764	2,053,181	5,462,895	1,692,848	-	14,495,022
Transfers	-	-	-	-	6,285,614	119,924	(6,405,538)	-
Disposals	-	-	-	(233,826)	-	-	-	(233,826)
At 31 December 2014 and 1 January 2015	-	23,289,957	98,381,936	93,875,368	156,473,177	87,589,149	-	454,609,587
Depreciation charge for the year	-	4,120,260	14,538,013	7,976,135	21,421,127	5,550,170	-	53,605,705
Transfers	-	(197,114)	-	-	(3,026)	200,140	-	-
Disposals	-	(73,564)	(3,705,960)	(22,701,030)	(822,138)	(2,573,100)	-	(29,875,792)
Impairment losses	-	-	9,805,690	13,853,663	41,646,995	35,431	5,538,800	70,880,579
At 31 December 2015	-	27,139,539	114,019,679	93,004,136	218,716,135	90,801,790	5,538,800	549,220,079

**Unique Mining Services Public Company Limited
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Consolidated financial statements

	Land	Land improvement	Buildings	Vehicle (in Baht)	Machinery	Office equipment	Construction in progress	Total
<i>Net book value</i>								
At 1 October 2014								
Owned assets	298,950,924	20,759,261	212,449,553	131,332,431	114,471,547	14,100,028	10,755,819	802,819,563
Assets under finance leases	-	-	-	2,404,505	-	-	-	2,404,505
	298,950,924	20,759,261	212,449,553	133,736,936	114,471,547	14,100,028	10,755,819	805,224,068
At 31 December 2014 and 1 January 2015								
Owned assets	298,950,924	19,469,927	203,389,789	130,006,420	112,278,788	12,552,756	7,427,107	789,075,711
Assets under finance leases	-	-	-	2,192,614	-	-	-	2,192,614
	298,950,924	19,469,927	203,389,789	132,199,034	112,278,788	12,552,756	7,427,107	791,268,325
At 31 December 2015								
Owned assets	298,950,924	14,893,484	184,046,086	105,987,051	49,085,325	8,017,291	1,647,100	662,627,261
Assets under finance leases	-	-	-	1,351,959	-	-	-	1,351,959
	298,950,924	14,893,484	184,046,086	107,339,010	49,085,325	8,017,291	1,647,100	663,979,220

Unique Mining Services Public Company Limited
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	Separate financial statements						
	Land	Land improvement	Buildings	Vehicle (in Baht)	Machinery	Office equipment	Construction in progress
Cost							Total
At 1 October 2014	298,950,924	42,759,884	275,460,854	34,160,112	259,196,215	95,602,801	1,023,229,647
Transfers	-	-	-	-	9,555,750	178,500	-
At 31 December 2014 and 1 January 2015	298,950,924	42,759,884	275,460,854	34,160,112	268,751,965	95,781,301	1,023,229,647
Additions	-	-	-	-	-	483,616	483,616
Transfers	-	(653,296)	-	-	-	757,003	(103,707)
Disposals	-	(73,565)	-	(8,942,420)	(950,505)	(1,992,474)	(12,033,964)
At 31 December 2015	298,950,924	42,033,023	275,460,854	25,217,692	267,801,460	95,029,446	1,011,679,299
Depreciation and impairment losses							
At 1 October 2014	-	22,000,623	80,735,778	22,763,043	144,724,668	82,861,770	359,491,420
Depreciation charge for the period	-	1,289,334	3,557,958	1,187,454	5,462,896	1,479,892	12,977,534
Transfers	-	-	-	-	6,285,614	119,924	-
At 31 December 2014 and 1 January 2015	-	23,289,957	84,293,736	23,950,497	156,473,178	84,461,586	372,468,954
Depreciation charge for the year	-	4,120,260	14,026,918	4,185,208	21,421,128	5,135,416	48,888,930
Transfers	-	(197,114)	-	-	(3,026)	200,140	-
Disposals	-	(73,564)	-	(6,799,763)	(822,138)	(1,952,318)	(9,647,783)
Impairment losses	-	-	9,805,690	-	41,646,995	35,431	57,026,916
At 31 December 2015	-	27,139,539	108,126,344	21,335,942	218,716,137	87,880,255	468,737,017

Unique Mining Services Public Company Limited
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Separate financial statements

	Land	Land improvement	Buildings	Vehicle	Machinery (in Baht)	Office equipment	Construction in progress	Total
<i>Net book value</i>								
At 1 October 2014								
Owned assets	298,950,924	20,759,261	194,725,076	8,992,564	114,471,547	12,741,031	10,693,319	661,333,722
Assets under finance leases	-	-	-	2,405,505	-	-	-	2,405,505
	<u>298,950,924</u>	<u>20,759,261</u>	<u>194,725,076</u>	<u>11,397,069</u>	<u>114,471,547</u>	<u>12,741,031</u>	<u>10,693,319</u>	<u>663,738,227</u>
At 31 December 2014 and 1 January 2015								
Owned assets	298,950,924	19,469,927	191,167,118	8,017,001	112,278,787	11,319,715	7,364,607	648,568,079
Assets under finance leases	-	-	-	2,192,614	-	-	-	2,192,614
	<u>298,950,924</u>	<u>19,469,927</u>	<u>191,167,118</u>	<u>10,209,615</u>	<u>112,278,787</u>	<u>11,319,715</u>	<u>7,364,607</u>	<u>650,760,693</u>
At 31 December 2015								
Owned assets	298,950,924	14,893,484	167,334,510	2,529,791	49,085,323	7,149,191	1,647,100	541,590,323
Assets under finance leases	-	-	-	1,351,959	-	-	-	1,351,959
	<u>298,950,924</u>	<u>14,893,484</u>	<u>167,334,510</u>	<u>3,881,750</u>	<u>49,085,323</u>	<u>7,149,191</u>	<u>1,647,100</u>	<u>542,942,282</u>

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Securities

As at 31 December 2015, property, plant, and equipment used as collateral for loan facilities can be summarised as follows:

- The Company's partial land and construction thereon and partial machinery located at Klong Sa-kae Sub-District, Nakornluang District, Ayudhaya province with a net book value of Baht 225.98 million (*as at 31 December 2014: Baht 231.1 million*), have been mortgaged with a bank as collateral for loan as mentioned in note 13.
- A barge of a subsidiary with a net book value of Baht 0.0 million (*as at 31 December 2014: Baht 14.2 million*), have been mortgaged with a bank as collateral for the bank overdrafts and loans as mentioned in note 13.

Impairment

During the year 2014, a subsidiary received a request for forfeiture of property, the above barge. This barge provided service to a customer who has a dispute. However, the subsidiary is not a defendant. On 22 September 2015, the civil court rendered a judgement to seize the barge according to section 154 of Minerals Act, B.E. 1967. The subsidiary is in process of appealing against the judgement of the court and the case is still ongoing. The management of the Company and the subsidiary had considered and recognised the provision loss from this matter of Baht 13.9 million in the financial statements.

In 2015, the management performed tests of impairment of partial buildings, machineries and work in process which have not been utilised by engaging independent professional valuers to determine the recoverable amount (fair market value in exchange and forced sale value). The difference between such value and net book value of the assets amount of Baht 57.0 million has been recognised as loss from impairment in the consolidated and separate financial statements for the year ended 31 December 2015.

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Notes to the financial statements

11 Intangible assets

	Consolidated financial statements	Separate Financial statements
	Computer software	Computer software
	<i>(in Baht)</i>	
Cost		
At 1 October 2014	17,037,440	16,142,459
Additions/disposals	-	-
At 31 December 2014 and 1 January 2015	17,037,440	16,142,459
Additions/disposals	-	-
At 31 December 2015	17,037,440	16,142,459
Amortisation		
At 1 October 2014	11,512,925	10,660,931
Amortisation charge for the period	315,210	306,995
At 31 December 2014 and 1 January 2015	11,828,135	10,967,926
Amortisation charge for the year	1,250,156	1,217,615
At 31 December 2015	13,078,291	12,185,541
Net book value		
At 1 October 2014	5,524,515	5,481,528
At 31 December 2014 and 1 January 2015	5,209,305	5,174,533
At 31 December 2015	3,959,149	3,956,918

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Notes to the financial statements

12 Deferred tax

Deferred tax assets have not been recognised in respect of the following items:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in Baht)</i>			
Deductible temporary differences				
• Allowance for doubtful accounts - trade accounts receivable	2,482,285	2,238,113	2,139,614	2,215,229
• Allowance for declining in value of inventories and inventory deterioration	68,253,663	35,872,349	68,253,663	35,872,349
• Allowance for impairment losses on investment	-	-	3,364,041	2,658,639
• Allowance impairment losses on property, plant and equipment	17,951,319	4,531,224	15,180,586	3,814,740
• Depreciation gap	1,566,043	1,004,916	67,264	1,004,916
• Employee benefits obligations	415,271	586,092	322,982	584,599
	<u>90,668,581</u>	<u>44,232,694</u>	<u>89,328,150</u>	<u>46,150,472</u>
Loss carry forward	192,102,989	161,085,256	191,098,888	158,582,117
Total	<u>282,771,570</u>	<u>205,317,950</u>	<u>280,427,038</u>	<u>204,732,589</u>

The tax losses expire in 2016 to 2021. The deductible temporary differences do not expire under current tax legislation. Deferred tax assets have not been recognised in the financial statements of the Group in respect of these items because it is not probable that future taxable profit will be generated against which the Group can utilise the benefits there from.

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Notes to the financial statements

13 Interest-bearing liabilities

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2015	2014	2015	2014
		<i>(in Baht)</i>			
Current					
Trust receipts		59,725,160	118,950,000	59,725,160	118,950,000
Short-term loans from financial institutions		<u>97,000,000</u>	<u>135,000,000</u>	<u>97,000,000</u>	<u>135,000,000</u>
Total short-term loans from financial institutions		<u>156,725,160</u>	<u>253,950,000</u>	<u>156,725,160</u>	<u>253,950,000</u>
Short-term loans from related parties	5	575,000,000	350,000,000	579,400,000	356,700,000
Current portion of long- term loans from financial institutions		263,979,842	326,301,383	263,979,842	319,915,074
Current portion of finance lease liabilities		<u>582,561</u>	<u>952,150</u>	<u>582,561</u>	<u>952,150</u>
Total current interest- bearing liabilities		<u>996,287,563</u>	<u>931,203,533</u>	<u>1,000,687,563</u>	<u>931,517,224</u>
Non-current					
Finance lease liabilities		<u>-</u>	<u>582,561</u>	<u>-</u>	<u>582,561</u>
Total non-current interest-bearing liabilities		<u>-</u>	<u>582,561</u>	<u>-</u>	<u>582,561</u>

The period to maturity of interest-bearing liabilities, excluding finance lease liabilities, as at 31 December were as follows:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in Baht)</i>			
Within one year	995,705,002	930,251,383	1,000,105,002	930,565,074
After one year but within five years	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>995,705,002</u>	<u>930,251,383</u>	<u>1,000,105,002</u>	<u>930,565,074</u>

Short-term loans

As at 31 December 2015, the Group has overdraft facility in total amount of Baht 5.0 million (*as at 31 December 2014: Baht 15.0 million*). The facility is secured by a subsidiary's barge. The Group has unused bank overdrafts amounting to Baht 5.0 million (*as at 31 December 2014: Baht 15.0 million*).

As at 31 December 2015, the Company has short-term loans facilities, in form of promissory notes, letter of credit and trust receipts in total amount of Baht 360.0 million (*as at 31 December 2014: Baht 830.0 million*). The facilities, totaling of Baht 360.0 million (*as at 31 December 2014: Baht 480.0 million*) are secured by a subsidiary and partial of the parent company's saving deposit. The Company has undrawn short-term loan facilities amounting to Baht 203.3 million (*as at 31 December 2014: Baht 371.0 million*).

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Long-term loans

Long-term loans from financial institutions comprise of loans granted by various local commercial banks, with interest rates at MLR and MLR minus a certain margin, repayable in monthly installments and the last installments due in June 2016, March 2017 and May 2017.

The Company's long-term loans facilities from financial institutions amounting to Baht 360.0 million (*as at 31 December 2014: Baht 360.0 million*) are secured by the ultimate parent company, the Company's partial land and construction thereon and partial machinery as disclosed in note 10. As at 31 December 2015, the Company did not have undrawn committed long-term loans facilities.

According to the long-term loan agreements, the Company has to comply with the terms and conditions as specified by the banks, such as maintaining the financial ratio and prohibiting subordinated debts repayment before all bank loans are settled (subordinated debts under the agreements are the debts due to directors, shareholders, Group companies and the ultimate parent company).

As at 31 December 2015, the Group and the Company has breached certain financial covenants of loan agreements with 2 financial institutions and a financial institution, respectively. In addition, the Company has breached certain conditions of loan agreement with 2 other financial institutions. However, loan from 1 financial institution of the Group and the Company has already been presented as a current liability due to maturity date within 1 year. Therefore, the portion of the remaining loan from other financial institutions, amounting to Baht 60.1 million, has been presented as a current liability as at 31 December 2015.

At present, the Company has paid the debts with all financial institution lenders in accordance with the payment schedule.

14 Trade and other accounts payable

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in Baht)</i>			
Trade accounts payable	6,022,144	90,124,915	5,149,725	90,124,915
Other payables	13,428,106	13,048,829	12,190,644	11,109,018
Tax payable	1,677,394	500,551	1,568,031	487,182
Total	<u>21,127,644</u>	<u>103,674,295</u>	<u>18,908,400</u>	<u>101,721,115</u>

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15 Employee benefit obligations

The statement of financial position obligation as at 31 December 2015 and 2014 was determined as follows:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in Baht)</i>			
Retirement benefit, severance payment and other long term benefit	<u>2,076,356</u>	<u>3,364,722</u>	<u>1,614,911</u>	<u>2,922,992</u>

Movement in the present value of the defined benefit obligations:

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
	<i>(in Baht)</i>			
Defined benefit obligations at 1 January 2015 / 1 October 2014	3,364,722	3,029,842	2,922,992	2,615,463
Current service costs and interest	1,321,838	334,880	1,155,321	307,529
Curtailment gain	(1,321,361)	-	(1,321,361)	-
Actuarial gains	(1,288,843)	-	(1,142,041)	-
Defined benefit obligations at 31 December	<u>2,076,356</u>	<u>3,364,722</u>	<u>1,614,911</u>	<u>2,922,992</u>

Expenses recognised in profit or loss for the year ended 31 December 2015 and for the period from 1 October 2014 to 31 December 2014:

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
	<i>(in Baht)</i>			
Current service costs	1,288,146	316,008	1,131,673	291,817
Interest on obligation	33,692	18,872	23,648	15,712
Curtailment gain	(1,321,361)	-	(1,321,361)	-
Total	<u>477</u>	<u>334,880</u>	<u>(166,040)</u>	<u>307,529</u>

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The expense is recognised in the following line items in the statement of comprehensive income for the year ended 31 December 2015 and for the period 1 October 2014 to 31 December 2014:

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
		(in Baht)		
Cost of sales	(321,305)	28,454	(421,217)	17,505
Selling expenses	(11,114)	8,653	(11,114)	8,653
Administrative expenses	332,896	297,773	266,291	281,371
Total	477	334,880	(166,040)	307,529

Expenses recognised in other comprehensive income for the year ended 31 December 2015 and for the period from 1 October 2014 to 31 December 2014:

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
		(in Baht)		
Actuarial gains and losses recognised for the year	(1,288,843)	-	(1,142,041)	-

Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	Consolidated financial statements		Separate financial statements	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
		%		
Discount rate	2.54 - 2.96	3.68 - 3.84	2.96	3.71
Future salary growth	5.00	5.00	5.00	5.00
Mortality rate	0.01	0.01	0.01	0.01
Resignation rate	0 - 25	0 - 34	0 - 25	0 - 34

Assumptions regarding future mortality have been based on published statistics and mortality tables.

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Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Defined benefit obligation 31 December 2015	Consolidated financial statements		Separate financial statements	
	<i>(in Baht)</i>			
	Increase	Decrease	Increase	Decrease
Legal severance pay benefit				
Discount rate (1% movement)	(128,816)	143,543	(105,926)	118,764
Salary increase rate (1% movement)	138,220	(126,695)	114,855	(104,650)
Resignation rate (1% movement)	(140,454)	25,625	(116,392)	25,250
Mortality rate (1 year movement)	(15,029)	14,902	(11,954)	11,852
Long-service-year-award				
Discount rate (1% movement)	(9,280)	10,019	(6,581)	7,136
Resignation rate (1% movement)	(11,721)	8,051	(8,633)	7,035
Mortality rate (1 year movement)	(699)	699	(425)	429

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

16 Share capital

	Par value Per share <i>(in Baht)</i>	2015 Number	2015 Baht <i>(shares/Baht)</i>	2014 Number	2014 Baht
<i>Authorised</i>					
At 1 January 2015 and 1 October 2014					
- ordinary shares	0.5	153,454,064	76,727,032	153,454,064	76,727,032
At 31 December 2015 and 2014					
- ordinary shares	0.5	153,454,064	76,727,032	153,454,064	76,727,032
<i>Issued and paid-up</i>					
At 1 January 2015 and 1 October 2014					
- ordinary shares	0.5	153,454,064	76,727,032	153,454,064	76,727,032
At 31 December 2015 and 2014					
- ordinary shares	0.5	153,454,064	76,727,032	153,454,064	76,727,032

Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

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17 Legal reserves

Section 116 of the Public Companies Act B.E. 2535 Section 116 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

18 Segment information

The Company's operations are import and sales of coal for domestic industrial usages. Its subsidiaries's main operations are providing boat conveyance and port services to the Company. These services are considered relevant to the import and sales of coal business and the transactions and balances are not material to the consolidated financial statements. Therefore, segment information has not been presented.

19 Other income

	Consolidated financial statements		Separate financial statement	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
		(in Baht)		
Interest income	278,754	171,553	167,284	128,611
Gain on disposal of assets	4,500,005	-	3,930,062	-
Others	2,919,226	358,687	3,783,502	632,110
Total	7,697,985	530,240	7,880,848	760,721

20 Employee benefit expenses

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
		(in Baht)		
Wages, salaries and bonus	53,607,639	11,997,063	49,565,137	11,161,627
Termination benefits	6,738,617	-	6,738,617	-
Contribution to defined contribution plans	1,539,362	382,831	1,478,058	364,641
Pension costs – defined benefit plans	477	334,880	(166,040)	307,529
Others	3,732,268	1,235,538	3,390,691	1,139,829
Total	65,618,363	13,950,312	61,006,463	12,973,626

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Defined contribution plans

The defined contribution plans comprise provident funds established by the Group for its employees. Membership to the funds is on a voluntary basis. Contributions are made monthly by the employees at rates 5%, 7% and 10% of their basic salaries and by the Group at rates 5%, 7% and 10% of the employees' basic salaries. The provident funds are registered with the Ministry of Finance as juristic entities and are managed by a licensed Fund Manager.

21 Expenses by nature

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
	<i>(in Baht)</i>			
<i>Included in costs:</i>				
Changes in inventories of finished goods and work in progress	33,686,503	16,031,224	33,686,503	15,349,508
Raw material and consumable used	413,988,667	63,029,809	416,310,639	63,013,809
Allowance (reversal of) for declining in value of inventories and inventory deterioration	161,906,570	(12,190,653)	161,906,570	(12,190,653)
Depreciation and amortisation	24,565,764	6,013,732	18,691,485	4,249,793
Employee benefit expenses	16,144,788	2,997,169	12,581,386	2,179,064
Rental and service expenses	10,522,379	1,020,266	8,059,268	1,020,266
Others	18,948,094	3,218,355	16,644,068	2,491,248
Total	<u>679,762,765</u>	<u>80,119,902</u>	<u>667,879,919</u>	<u>76,113,035</u>
<i>Included in selling expenses:</i>				
Transportation expenses	33,071,243	7,945,377	33,071,243	7,945,377
Commission expenses	6,894,008	1,471,753	6,894,008	1,471,753
Employee benefit expenses	5,844,685	1,097,291	5,844,685	1,097,291
Others	1,572,081	2,274,034	1,572,081	2,536,227
Total	<u>47,382,017</u>	<u>12,788,455</u>	<u>47,382,017</u>	<u>13,050,648</u>

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	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
	<i>(in Baht)</i>			
<i>Included in administrative expenses:</i>				
Employee benefit expenses	43,628,890	9,855,852	42,580,392	9,697,271
Depreciation and amortization	30,290,097	8,517,160	31,415,060	8,492,753
Utilities expenses	4,836,755	1,559,600	4,834,293	1,553,887
Impairment losses on investments in subsidiary	-	-	3,527,008	-
Rental and service expenses	3,343,784	913,269	3,321,784	896,769
Doubtful debts expenses	333,989	660,933	(378,074)	603,723
Net foreign exchange loss	2,879,651	1,062,248	2,879,651	1,062,248
Others	17,702,015	5,313,961	15,194,335	3,594,076
Total	<u>103,015,181</u>	<u>27,883,023</u>	<u>103,374,449</u>	<u>25,900,727</u>

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Reconciliation of effective tax rate

Consolidated financial statements				
	For the year ended 31 December 2015		For the period from 1 October 2014 to 31 December 2014	
	<i>Rate (%)</i>	<i>(in Baht)</i>	<i>Rate (%)</i>	<i>(in Baht)</i>
Loss before income tax expense		<u>(371,209,278)</u>		<u>(22,105,316)</u>
Income tax using the Thai corporation tax rate	20	(74,241,856)	20	(4,421,063)
Income tax not subject to tax		(3,707,898)		(632,957)
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit, net		(2,152,278)		70,631
Utilisation of previously unrecognised tax losses		(15,274)		(32,032)
Current year/period losses for which no deferred tax asset was recognized		33,705,491		7,759,555
Change in unrecognized deferred tax assets during the year/period		46,435,887		(2,744,134)
Total	-	<u>24,072</u>	-	<u>-</u>

Separate financial statements				
	For the year ended 31 December 2015		For the period from 1 October 2014 to 31 December 2014	
	<i>Rate (%)</i>	<i>(in Baht)</i>	<i>Rate (%)</i>	<i>(in Baht)</i>
Loss before income tax expense		<u>(385,149,185)</u>		<u>(24,558,187)</u>
Income tax using the Thai corporation tax rate	20	(77,029,837)	20	(4,911,637)
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit, net		821,219		70,589
Current year/period losses for which no deferred tax asset was recognised		33,030,940		7,594,682
Change in unrecognised deferred tax assets during the year/period		43,177,678		(2,753,634)
	-	<u>-</u>	-	<u>-</u>

Income tax reduction

Royal Decree No. 577 B.E. 2557 dated 10 November 2014 grants a reduction in the corporate income tax rate to 20% of net taxable profit for the accounting period 2015 which begins on or after 1 January 2015.

On 22 January 2016, The National Legislative Assembly has approved a reduction of the corporate income tax rate from 30% to 20% of net taxable profit for the accounting period begins on or after 1 January 2016.

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The Group has applied the tax rate of 20% in measuring deferred tax assets and liabilities as at 31 December 2015 and 2014 in accordance with the clarification issued by the FAP in 2012.

23 Promotional privileges

By virtue of the provisions of the Industrial Investment Promotion Act B.E. of 2520, the 2 subsidiaries has been granted privileges relating to barge transportation business. The privileges granted include:

- exemption from payment of import duty on machinery approved by the Board of Investment;
- exemption from payment of income tax for certain operations for a period of 8 years from the date on which the income is first derived from such operations. The exemption will expire in June 2016 and January 2017.

As a promoted company, the Company must comply with certain terms and conditions prescribed in the promotional certificates.

Summary of service income from promoted and non-promoted businesses:

	Consolidated financial statements					
	For the year ended 31 December 2015			For the period from 1 October 2014 To 31 December 2014		
	Promoted businesses	Non- Promoted businesses	Total	Promoted businesses	Non- Promoted businesses	Total
	<i>(in Baht)</i>					
Local service income	41,625,188	6,225,927	47,851,115	8,444,445	-	8,444,445
Eliminations	(2,258,703)	(109,809)	(2,368,512)	(21,451)	-	(21,451)
Total revenue	39,366,485	6,116,118	45,482,603	8,422,994	-	8,422,994

24 Basic loss per share

The calculations of basic loss per share for the year ended 31 December 2015 and for the period from 1 October 2014 to 31 December 2015 were based on the loss for the year/period attributable to ordinary shareholders of the Company and the number of ordinary shares outstanding during the year/period as follows:

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014 <i>(in Baht / shares)</i>	For the year ended 31 December 2015	For the period from 1 October 2014 to 31 December 2014
Loss attributable to ordinary shareholders of the Company	(371,233,350)	(22,105,316)	(385,149,185)	(24,558,187)
Number of ordinary shares outstanding	153,454,064	153,454,064	153,454,064	153,454,064
Basic loss per share <i>(in Baht)</i>	(2.42)	(0.14)	(2.51)	(0.16)

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25 Financial instruments

Financial risk management policies

The Group is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Group does not hold or issue derivative financial instruments for speculative or trading purposes.

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved.

Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital and also monitors the level of dividends to ordinary shareholders.

Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because most of the interest rates from loans from financial institutions are floating rates, which based on market rates. The interest rates from short-term loans from related parties are fixed rates.

The interest rates of interest-bearing financial liabilities as at 31 December 2015 and 2014 and the periods in which those liabilities mature were as follows:

Consolidated financial statements					
	Interest rates (% per annum)	Within 1 year	After 1 year But within 5 years	After 5 years	Total
(in Baht)					
For the year ended 31 December 2015					
Current					
Trust receipts	3.15	59,725,160	-	-	59,725,160
Short-term loans from financial institutions	3.15 - 6.00	97,000,000	-	-	97,000,000
Short-term loans from related parties	4.60 - 4.70	575,000,000	-	-	575,000,000
Current portion of long-term loans from financial institutions	5.00 - 7.25	263,979,842	-	-	263,979,842
Current portion of finance lease liabilities	6.50	582,561	-	-	582,561
Total		996,287,563	-	-	996,287,563

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Consolidated financial statements					
	Interest rates (% per annum)	Within 1 year	After 1 year But within 5 years	After 5 years	Total
<i>(in Baht)</i>					
For the period from 1 October 2014 to 31 December 2014					
Current					
Trust receipts	5.25 - 6.50	118,950,000	-	-	118,950,000
Short-term loans from financial institutions	5.25 - 6.25	135,000,000	-	-	135,000,000
Short-term loans from related parties	4.60	350,000,000	-	-	350,000,000
Current portion of long-term loans from financial institutions	5.75 - 6.90	326,301,383	-	-	326,301,383
Current portion of finance lease liabilities	6.50	952,150	-	-	952,150
Non-current					
Finance lease liabilities	6.50	-	582,561	-	582,561
Total		931,203,533	582,561	-	931,786,094

Separate financial statements					
	Interest rates (% per annum)	Within 1 year	After 1 year But within 5 years	After 5 years	Total
<i>(in Baht)</i>					
For the year ended 31 December 2015					
Current					
Trust receipts	3.15	59,725,160	-	-	59,725,160
Short-term loans from financial institutions	3.15 - 6.00	97,000,000	-	-	97,000,000
Short-term loans from related parties	4.60 - 4.70	579,400,000	-	-	579,400,000
Current portion of long-term loans from financial institutions	5.00 - 7.25	263,979,842	-	-	263,979,842
Current portion of finance lease liabilities	6.50	582,561	-	-	582,561
Total		1,000,687,563	-	-	1,000,687,563

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	Interest rates (% per annum)	Separate financial statements			Total
		Within 1 year	After 1 year	After 5 years	
			But within		
			5 years		
(in Baht)					
For the period from 1 October 2014 to 31 December 2014					
Current					
Trust receipts	5.25 - 6.50	118,950,000	-	-	118,950,000
Short-term loans from financial institutions	5.25 - 6.25	135,000,000	-	-	135,000,000
Short-term loans from related parties	4.00 - 4.60	356,700,000	-	-	356,700,000
Current portion of long-term loans from financial institutions	6.25 - 6.90	319,915,074	-	-	319,915,074
Current portion of finance lease liabilities	6.50	952,150	-	-	952,150
Non-current					
Finance lease liabilities	6.50	-	582,561	-	582,561
Total		931,517,224	582,561	-	932,099,785

Foreign currency risk

The Group is exposed to foreign currency risk relating to purchases and sales which are denominated in foreign currencies. The Group utilizes forward exchange contracts with maturities of less than one year to hedge such financial assets and liabilities denominated in foreign currencies.

At 31 December, the Group and the Company were exposed to foreign currency risk in respect of financial assets and liabilities denominated in the following currencies:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
<i>(in Baht)</i>				
United States Dollars				
Trade accounts payable	-	(53,272,623)	-	(53,272,623)
Gross balance sheet exposure	-	(53,272,623)	-	(53,272,623)
Currency forwards	-	55,454,610	-	55,454,610
Net exposure	-	2,181,987	-	2,181,987

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Credit risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Group as and when they fall due.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statements of financial position.

Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

Fair values of financial assets and liabilities

Since the majority of the financial assets and liabilities classified as short-term and loans are bearing interest at rates close to current market rate. As at 31 December 2015 and 2014, the carrying amount of the Group's financial instruments does not materially differ from their aggregate fair value.

26 Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in Baht)</i>			
<i>Capital commitments</i>				
Contracted but not provided for:				
Machinery	1,878,750	1,878,750	1,878,750	1,878,750
Total	1,878,750	1,878,750	1,878,750	1,878,750
<i>Operating lease commitments</i>				
Within one year	1,836,484	3,324,441	1,836,484	3,324,441
After one year but within five years	291,600	2,610,484	291,600	2,610,484
Total	2,128,084	5,934,925	2,128,084	5,934,925
<i>Other commitments</i>				
Opened letter of credit for goods but not yet been liability	54,833,873	-	54,833,873	-
Bank guarantees	3,135,000	3,083,000	3,135,000	3,083,000

As at 31 December 2015, the Company had operating lease agreements covering its office space, office equipments and other service for periods ranging from 1 - 2 years ending on various dates up to February 2017.

Sale and purchase contracts for steam coal

As at 31 December 2015, the Company has outstanding commitments relating to sale and purchase contracts for steam coal with foreign coal suppliers for the specific volume plus or minus 10%. The coal price shall be adjusted, subject to the quality of the coal, as specified by a formula in the agreements. Moreover, the Company has outstanding commitments relating to sale contracts for steam coal with domestic enterprises for the specific volume plus or minus 10% at a fix price per contract.

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27 Event after reporting date

Increase of share capital to existing shareholders in proportion to their shareholding percentage

At the extra-ordinary General Meeting of Shareholders No. 1/2016 held on 17 February 2016, shareholders approved the increase of the Company authorised share capital by 358,059,483 shares at par value of Baht 0.5 each from the existing authorised share capital of Baht 76,727,032 divided into 153,454,064 shares. After increase the share capital, the new authorised share capital will be Baht 255,756,773.50, divided into 511,513,547 shares. The share capital will be offered to existing shareholders in proportion to their shareholding percentage (Right Offering : RO) in a ratio of 3 existing ordinary shares to 7 new ordinary shares. The RO price is Baht 1 per one share.

Existing shareholders shall have the right to oversubscribe in the RO based on the ratio specified above by indicating their intention to oversubscribe by no more than 100 percent of existing ordinary shares held by them. Shareholders may oversubscribe, and oversubscription shares may be allocated to such oversubscribing shareholders only when there are shares left after allocation to all shareholders who have subscribed to shares proportionately to their shareholding percentage in the RO.

The subscription date and payment of subscription price is 29 February – 4 March 2016.

28 Thai Financial Reporting Standards (TFRS) not yet adopted

A number of new and revised TFRS have been issued but are not yet effective and have not been applied in preparing these financial statements. Those new and revised TFRS that may be relevant to the Group's operations, which become effective for annual financial periods beginning on or after 1 January 2016, are set out below. The Group does not plan to adopt these TFRS early.

TFRS	Topic	Year effective
TAS 1 (revised 2015)	Presentation of financial statements	2016
TAS 2 (revised 2015)	Inventories	2016
TAS 7 (revised 2015)	Statement of Cash Flows	2016
TAS 8 (revised 2015)	Accounting Policies, Changes in Accounting Estimates and Errors	2016
TAS 10 (revised 2015)	Events After the Reporting Period	2016
TAS 12 (revised 2015)	Income Taxes	2016
TAS 16 (revised 2015)	Property, Plant and Equipment	2016
TAS 17 (revised 2015)	Leases	2016
TAS 18 (revised 2015)	Revenue	2016
TAS 19 (revised 2015)	Employee Benefits	2016
TAS 21 (revised 2015)	The Effects of Changes in Foreign Exchange Rates	2016
TAS 23 (revised 2015)	Borrowing Costs	2016
TAS 24 (revised 2015)	Related Party Disclosures	2016
TAS 27 (revised 2015)	Separate Financial Statements	2016
TAS 33 (revised 2015)	Earnings Per Share	2016
TAS 34 (revised 2015)	Interim Financial Reporting	2016
TAS 36 (revised 2015)	Impairment of Assets	2016
TAS 37 (revised 2015)	Provisions, Contingent Liabilities and Contingent Assets	2016
TAS 38 (revised 2015)	Intangible Assets	2016
TFRS 5 (revised 2015)	Non-current Assets held for Sale and Discontinued Operations	2016

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TFRS	Topic	Year effective
TFRS 8 (revised 2015)	Operating Segments	2016
TFRS 10 (revised 2015)	Consolidated Financial Statements	2016
TFRS 13 (revised 2015)	Fair Value Measurement	2016
TIC 27 (revised 2015)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease	2016
TFRIC 10 (revised 2015)	Interim Financial Reporting and Impairment	2016

The Group has made a preliminary assessment of the potential initial impact on the consolidated and separate financial statements of these new and revised TFRS and expects that there will be no material impact on the financial statements in the period of initial application.

29 Reclassification of accounts

Certain accounts in the statements of comprehensive income for the period from 1 October 2014 to 31 December 2014 have been reclassified to conform to the presentation in the 2015 financial statements.

	For period from 1 October 2014 to 31 December 2014 Consolidated financial statements		
	Before reclass.	Reclass. (in Baht)	After reclass.
Statement of comprehensive income			
Cost of service	2,144,959	1,164,192	3,309,151
Administrative expense	27,984,967	(101,944)	27,883,023
Net foreign exchange loss	1,062,248	(1,062,248)	-
		<u>-</u>	

The reclassifications have been made because, in the opinion of management, the new classification is more appropriate to the Group's business.

30 Supplementary information (Unaudited)

As explained in note 3 (e), Change of the Company's accounting period, the consolidated financial statements for the three-month period ended 31 December 2014 have been first prepared under this new accounting period, presented from 1 October 2014 to 31 December 2014 which is in accordance with the required format of the financial statements presentation.

For the benefit of users in comparing and analyzing the financial information, the Company has prepared supplementary information in the form of consolidated statements of comprehensive income for the twelve-month periods ended 31 December 2014, as detailed below:

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Notes to the financial statements

	Consolidated financial statements	
	2015	2014
		(Unaudited)
	<i>(in Baht)</i>	
Revenues		
Revenue from sale of goods	532,026,964	678,427,007
Service income	45,482,603	33,088,835
Total revenues	577,509,567	711,515,842
Costs		
Cost of sale of goods	494,113,606	719,800,037
Cost of services	23,742,589	14,620,047
Loss from (reversal of) declining in value of inventories and inventory deterioration	161,906,570	(218,264,975)
Total costs	679,762,765	516,155,109
Gross profit (loss)	(102,253,198)	195,360,733
Other income	7,697,985	2,300,159
Profit (loss) before expenses	(94,555,213)	197,660,892
Selling expenses	47,382,017	103,246,992
Administrative expenses	103,015,181	132,820,408
Impairment losses on property, plant and equipment	70,880,579	14,937,656
Total expenses	221,277,777	251,005,056
Loss before finance costs and income tax expense	(315,832,990)	(53,344,164)
Finance costs	55,376,288	65,592,544
Loss before income tax expense	(371,209,278)	(118,936,708)
Income tax expense	24,072	-
Loss for the year	(371,233,350)	(118,936,708)
Other comprehensive income for the year		
Defined benefit plan actuarial gains - net of tax	1,031,074	-
Total comprehensive loss for the year	(370,202,276)	(118,936,708)

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	Consolidated financial statements	
	2015	2014
		(Unaudited)
	<i>(in Baht)</i>	
Loss attributable to:		
Owners of the Company	(371,233,350)	(118,936,708)
Non-controlling interests	-	-
Loss for the year	(371,233,350)	(118,936,708)
Total comprehensive income attributable to:		
Owners of the Company	(370,202,276)	(118,936,708)
Non-controlling interests	-	-
Total comprehensive loss for the year	(370,202,276)	(118,936,708)
Basic loss per share <i>(in Baht)</i>	(2.42)	(0.78)



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